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No. _____

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In The

Supreme Court of the United States

October Term, 1991

NOR-WEST CABLE COMMUNICATIONS PARTNERSHIP,

Petitioner,

vs.

CITY OF ST. PAUL and CONTINENTAL CABLEVISION OF ST. PAUL, INC.,

Respondents.

Petition For A Writ Of Certiorari To The United States Court Of Appeals For The Eighth Circuit

APPENDIX – VOLUME II OF PETITION FOR WRIT OF CERTIORARI

HAROLD R. FARROW
SOL SCHILDHAUSE
ROBERT M. BRAMSON
FARROW, SCHILDHAUSE & WILSON
2125 Oak Grove Road, Suite 120
P.O. Box 9383
Walnut Creek, CA 94598-9383
Tel.: 415-945-0200

Attorneys For Petitioner

COCKLE LAW BRIEF PRINTING CO., (800) 225-6964
OR CALL COLLECT (402) 342-2831

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CITY OF ST. PAUL, MINNESOTA

Request for Proposals

Providing Cable Communications Services

to the City of St. Paul, Minnesota

NOVEMBER 1, 1982

Prepared by: Kalba Bowen Associates, Inc.
12 Arrow Street
Cambridge, Massachusetts 02138
(617) 661-2624

REQUEST FOR PROPOSALS
CITY OF ST. PAUL, MINNESOTA

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1.0 INTRODUCTION

The purpose of this Request for Proposals (RFP) is to seek qualified applicants to provide cable communications service to the citizens of the City of St. Paul, Minnesota. This RFP contains information and instructions relating to the preparation and filing of proposals; conditions and provisions regarding the installation, operation and maintenance of a cable communications system; and the procedure to be used in evaluating applicant proposals.

1.1 Invitation to Applicants

The City of St. Paul (City) hereby invites qualified applicants to submit proposals for a 15-year, non-exclusive cable communications franchise, in accordance with the applicable rules and requirements of the Federal Communications Commission and the State of Minnesota.

The City of St. Paul is seeking proposals from companies committed to the provision of high quality television and communications services over a state-of-the-art broadband cable system. The City recognizes that the economic future of the cable industry is in the wider field of telecommunications. Applicants are, therefore, asked to make a commitment to a total communications network, designed to extend beyond the delivery of programming and entertainment services. This network should have the capacity to provide a broad range of telecommunications and information services, extending maximum benefits to the citizens, institutions, and businesses in the City of St. Paul. Applicants are also encouraged to substantiate their proposals by presenting evidence which supports any offers of service or facilities.

1.2 Proposal Requirements and Desired Services

In preparing this RFP, the City has recognized the value of allowing applicants to develop creative approaches to meeting the communications needs of local subscribers, community organizations, institutions and businesses. Applicants, therefore, have been given substantial latitude in developing their own innovative proposals for cable communications services. The City has,

however, established a limited number of minimum requirements and specifications related to the cable communications franchise.

The following is a summary of the City's *minimum requirements* and *system specifications*, which requires applicants to:

* disclose fully the ownership and control of the cable system;
* avoid the practice of "rent-a-citizen" in the cable franchising process;
* pay an initial franchise fee of five (5) percent on all gross annual receipts;
* make cable available to all homes within the City of St. Paul within three years of the franchise award;
* propose a cable system with the initial capacity for a minimum of 72 downstream and 8 upstream channels for residential subscriber services;
* provide the capability to receive signals from all communications satellites originating cable program services;
* as nearly as possible, allow for narrowcasting to the 17 Citizen Participation Planning Districts designated by the City;
* provide two-way interactive and computer communications capability upon full system activation;
* provide, at cost, an antenna cable switch upon subscriber request;
* provide a separate institutional network;
* set high standards for technical performance;

* present a plan for regional interconnection;
* include emergency alert capability;
* provide the capability to lock-out any and all programming deemed unsuitable for minors;
* carry all VHF and UHF "must carry" signals as defined by the FCC television signals;
* provide a local uplink facility(s) to distribute programs and services by communication satellite to serve the needs of St. Paul residents, institutions, and businesses.
* offer a broad range of cable audio services;
* present a detailed plan for local origination programming and services;
* submit detailed information regarding plans to use local resources;
* propose a comprehensive plan for access, including allocation of channels beyond those required by State law, facilities, equipment, and staff;
* in addition to the above, propose a minimum funding of $100,000 per year to the St. Paul Community Access Corp. and the St. Paul Institutional Access Corp.;
* allocate a minimum of one upstream and downstream 6 Mhz channel on the subscriber network for computer communications;
* provide free drops to the institutional network for selected municipal buildings, City offices, and schools designated by the City, and listed in Appendix B in this RFP;
* establish uniform rates for the installation and monthly charge for all individual residential subscriber services;

* submit a marketing plan including examples of subscriber contracts and marketing materials;

* propose an initial period of rate stability during which no rate increase will be implemented;

* provide a detailed financial *pro forma*; and,

* present evidence and supporting documentation which demonstrate that they have the financial capability to perform in accordance with the ordinance and this RFP.

The City has also requested that applicants provide certain services and facilities which are of particular interest to the subscribers, institutions and/or businesses of St. Paul. These requests should not be interpreted as requirements, however, unless specifically stated.

Applicants are encouraged to provide the following *services and facilities* requested by the City:

* system-wide status monitoring capability;

* place local television stations on cable channels which correspond to their broadcast channels;

* a diversity of programming and entertainment services, including distant broadcast signals, automated text channels and satellite delivered services;

* a varied choice of premium service options, including programming on a pay-per-view basis;

* a variety of cable audio service options on all service tiers;

* programming which will meet the needs of a broad range of special interest groups identified by the City, such as minorities, senior citizens, women, the handicapped, children, etc;

* use existing local facilities and resources in the development of the cable system;

* propose increased installation fees to accommodate unusual circumstances, such as the need for drop cables longer than 200 feet, based on the actual cost of installation;

* present creative plans for the orderly introduction of interactive cable services;

* propose a "universal service tier" without a monthly charge;

* propose discounts on installation and/or monthly fees where heads of households are senior citizens on fixed incomes, handicapped, or economically disadvantaged, as defined by the City;

* specify which institutions will be provided a free drop, beyond those included in the City's minimum requirements;

* propose a set of cable communications services to increase the overall efficiency and cost-effectiveness of government agencies; and,

* conduct a needs assessment of community organizations, non-commercial institutions, local business, and designated representatives of City departments.

The City of St. Paul fully expects to enter into a firm agreement with the successful applicant for the timely delivery of all elements in the applicant's proposal. All items being offered by applicants are considered to be

freely and voluntarily offered, and will be included in the franchise agreement and subject to the enforcement provisions stated therein.

1.3 Legal Qualifications

Evidence shall be presented assuring the City that the applicant complies with any applicable rules and regulations of the FCC, State of Minnesota, and the City of St. Paul regarding ownership and control of regulated licenses, permits or franchises. Specifically, applicants should demonstrate that they are in compliance with the rules of the Minnesota Cable Communications Board regarding the cable franchising process. In addition, applicants should present evidence of compliance with the City's policies regarding the registration of cable lobbyists, and City Council resolutions regarding contact with City officials and employees.

1.4 Character Qualifications

Evidence shall be presented by the applicant as to whether or not the applicant or any principal has ever been convicted or is being charged now or during the course of the franchising in a criminal proceeding where felonies or misdemeanors were charged. Evidence shall be presented as to whether the applicant or any principal has ever been party to a civil proceeding in which it was held there were unfair or anticompetitive business practices, antitrust violations, violations of securities laws, and false/misleading advertisements.

1.5 Ownership and Control of the System

The City encourages applicants to consider creative approaches to structuring the ownership and control of the cable communications system. Applicants are encouraged to propose ownership structures which would allow for the maximum involvement of and financial benefit to the residents of St. Paul. The City has established a number of specific objectives in seeking alternatives to traditional private sector ownership of their cable communications system. These objectives are:

* to distribute more equitably the financial rewards of operating the cable system beyond the stockholders of a private cable company;

* to allow the City to directly benefit from the financial success of the local cable system;

* to increase the level of control the City can exercise over the franchisee; and,

* to reduce the cost of capital for the system and potentially reduce subscriber rates, by allowing the City to use its ability to raise debt funds (for example by issuing revenue bonds).

The City is familiar with many current and past proposals regarding ownership and financing alternatives. Applicants are encouraged to present a plan providing some form of participation in the ownership of the system, either as full equity owners or partners in the entire system or in the ownership, management and control of a specific aspect of the system, for any of the following entities:

* private, local corporations (with special emphasis on minority-owned companies);

* selected private individual investors (with special emphasis on minorities);
* existing private, non-profit institutions;
* the City itself, or a designated City entity;
* the public, in the form of a stock offering;
* the subscribers of the cable system (in the form of a cooperative).

At a minimum, applicants are required to describe and disclose fully those aspects of their proposal related to the ownership and control of the cable system. Applicants are also required to provide detailed information disclosing all agreements and understandings with any persons, shareholders, firms, groups, corporations or associations which have a financial interest in the applicant.

The City specifically seeks to prevent the practice of "rent-a-citizen" in the cable franchising process, where local citizens, organizations, or institutions are solicited to participate in the ownership of a company applying for the franchise without having to invest an amount equal to the equity received.

Therefore, applications will not be accepted if they contain any of the following elements;

* the percentage of stock held by local investors is greater than the actual percentage of dollars (or dollar value of services) actually invested or to be invested);
* local investors have received loans from the cable company with which to purchase stock;
* the applicant or parent company guarantees local investors little or no financial risk;

* the interests of local investors can be bought out readily at a guaranteed price.

1.6 Compensation to the City

The City has established an initial franchise fee of five (5) percent on all gross annual receipts. Applicants should clearly indicate whether they will be willing to support an effort by the City to obtain a waiver of the franchise fee limits required by the Federal Communications Commission (FCC). To eliminate this fee from becoming a bid item, the City will not consider any fee that is different from five (5) percent, or lump-sum cash contributions other than the schedule for the prepayment of fees specified in the Cable Communications Regulatory Ordinance.

The City is also interested in exploring other forms of compensation, beyond the franchise fee. Applicants are encouraged to be creative in proposing innovative approaches for the City to generate revenues as a result of cable development in St. Paul. The City is not, however, interested in obtaining revenue at the expense of subscribers, institutions, and businesses, or through means which could jeopardize the ability of the cable system to maximize its potential.

The following approaches to compensation should be considered by applicants in developing their proposals:

* the allocation of channels to the City which could be leased to third parties who wish to offer programming or communications services;

* the allocation of cable system capacity without charge to allow the City to offer services to

third party customers, such as those who wish to purchase time-sharing use of the City's central computer;

* compensation to the City to cover the cost of playing a role in the delivery of certain cable communications services. For example, the City could develop a local "public database" to be offered for use by subscribers. The City could, therefore, be compensated as would any third party provider for an information service;

* The allocation of a percentage of the profits generated by the franchisee above and beyond those projected in the *pro forma* business plan included in this franchise application;

* A provision which would allocate a percentage of the ownership of the cable communications system to the City or a City-designated entity, or which would allow the City to purchase a percentage of the ownership of the cable system.

1.7 Initial Coverage and Line Extension Policy

The grantee will be required by the City to initially make cable available to all homes within the City of St. Paul. This is a minimum standard which all applicants must meet.

Applicants are required to propose a plan which will complete the construction of both the subscriber and the institutional networks within three years of the franchse award. The City places a high priority on having a construction plan that is non-discriminatory. That is, in so far as it is technically feasible, early service should be available to households of all income levels. A detailed map of

the City is included as Appendix A in the application forms.

1.8 System Design

The City seeks a modern, efficient, and cost-effective cable communications system which will facilitate quality maintenance practices, deliver a variety of marketable services, and provide the flexibility needed to adjust to new developments in technology, programming and services.

The City requires that the cable system have the initial capacity to provide a minimum of 72 downstream and 8 upstream channels for residential subscriber services. To ensure the full utilization of these channels, applicants are required to provide the capability to receive signals from all communications satellites originating cable program services.

In addition, applicants are required to provide a local uplink facility to distribute programs and services by communication satellite with sufficient capacity to serve the needs of St. Paul residents, institutions, and businesses. We encourage this uplink facility be placed within the system. The City requires that the system be designed to allow for narrowcasting to special-interest and geographically defined groups of subscribers. At a minimum, as nearly as possible, the system should allow for narrowcasting to the 17 Citizen Participation Planning Districts designated by the City. Applicants are invited to exceed these minimum requirements.

Applicants are required to provide a separate, dedicated institutional network, designed to accommodate a wide range of services of interest to municipal departments, local institutions and businesses.

Applicants are also required to provide two-way, interactive and computer communications capability on both the institutional and subscriber networks upon full system activation. The proposed system should be designed to accommodate point-to-point, point-to-multipoint, and multi-point data communications on both the institutional and subscriber networks upon system activation. The residential subscriber network should include a "shared-used data network", designed to accommodate data speeds up to 19.2 Kbps for computer communications. The system design should be able to accommodate all simultaneous users.

Applicants are required to set high standards of technical performance which meet or exceed current FCC requirements, and that conform with FAA criteria related to RF interference. Applicants are encouraged to propose system-wide status monitoring capability to allow for immediate response to technical problems and system outages.

1.9 Underground Requirements

Cables should be installed underground at the grantee's cost where all existing utilities are already underground. In future underground installations, all cables shall be installed underground and the franchisee shall bear a pro-rata share of costs.

1.10 Regional Interconnection

Interconnection of origination, access and/or institutional channels with all other cable systems in adjacent areas is a priority for the City. The State of Minnesota requires that all cable systems in the 7-county metropolitan area reserve VHF channel 6 for a regional interconnection channel. Applicants are encouraged to exceed this minimum requirement for interconnection with other cable systems in the metropolitan area. Applicants are required to present a plan describing how such interconnection would be accomplished.

1.11 Emergency Override

The cable communication system shall include an Emergency Alert capability. This capability should permit audio and visual override on all channels and FM signals simultaneously, in the case of public emergencies. Authority to override the system shall be designated by the City. Applicants shall designate a video channel to be used for emergency broadcasts. Such designation shall also be included in the franchise agreement.

1.12 Parental Control Devices

The City requires that applicants provide subscribers the capability to lock-out any and all programming they deem unsuitable for minors. The applicant's plan for fulfilling this requirement should be presented in the franchise proposal.

1.13 Subscriber Program Services

Applicants are encouraged to be creative in their proposals for "basic" programming to meet the variety of interests represented in the community. Applicants are required to carry all local VHF and RHF "must carry" signals as defined by the FCC. The City requests that local television stations be carried on cable channels which correspond to their broadcast channels, as far as it is technically feasible. Applicants will be required to provide an antenna cable switch upon subscriber request.

Applicants should also offer a diversity of programming and entertainment services, including distant broadcast signals and satellite-delivered services on their basic cable package. Applicants are encouraged to provide a varied choice of premium service options, including programming on a pay-per-view basis. Subscribers should also be offered services such as automated text channels, which provide news, sports, financial, and other information. Text channels should also include the display of local information such as calendars of events, announcements, classified advertising, etc.

The City reserves the right to require the franchisee to dedicate up to 4 video channels for the transmission of newly developed telecommunications services such as LPTV, DBS, or other services which become available after the franchise is awarded.

Applicants are required to offer a broad range of cable audio services. Applicants are encouraged to include all local FM and AM radio stations, and a variety of satellite audio services, shortwave, and local non-broadcast audio services. The City encourages applicants

to make cable audio service options available to subscribers of all tiers.

Applicants are encouraged to provide programming which will meet the needs of a broad range of special interest groups identified by the City, such as minorities, senior citizens, women, the handicapped, children, etc. In preparing their programming proposals, applicants are encouraged to review the position papers submitted to the City by a broad range of special interest groups. In addition, applicants are encouraged to conduct their own ascertainment studies in preparing their programming plans.

1.14 Local Origination Programming and Services

The City requires that applicants present a detailed plan for local origination programming and services, including information specifying channel allocations, estimated programming hours, production facilities, staff, and other resources committed to local origination program production.

1.15 Community Access Programming

The City is strongly committed to the concept of community access to the system and seeks applicants who are willing to form a working partnership with the community to foster use of the system by local organizations and institutions. The City intends to create two nonprofit corporations – the St. Paul Community Access Corporation (SPCAC) and the St. Paul Institutional Access

Corporation (SPIAC) – to play a primary role in administering access to the cable system. Though the two corporations will each have a different specific focus, they both will have the same basic functions. These include, but are not limited to, the following:

* conduct initial and on-going needs assessments;

* allocate bandwidth, facilities, equipment, staffing, and funding;

* develop and conduct public information, education, and training programs related to community/institutional uses of cable;

* facilitate the exchange of information and sharing of communication resources for community/institutional uses of the system;

* develop and budget funding sources and revenues;

* work in conjunction with the cable operator to schedule and implement use of the system;

* serve in an advisory capacity to the franchisee for development of job descriptions for access staff, determining equipment, ascertaining community needs, etc.

It should be noted that it is *not* the intent of the City that all institutional uses of the cable system be channeled through the St. Paul Institutional Access Corporation. Rather, the goal is to provide a way of administering any video, audio, or text resources that are allocated to stimulate institutional uses of the system. Likewise, the St. Paul Community Access Corporation is designed to focus on the same types of applications. The City does,

however, acknowledge that the communication environment is changing rapidly and that the two access corporations may wish to change the scope of their activities in the future. The City asks applicants to remain open to explore other types of community uses of the system with the two corporations over the course of the franchise.

The City recognizes that the terms "institution" and "community" can be interpreted in many different ways. To facilitate the allocation of resources and the establishment of the corporations, the City has adopted the following guidelines covering the composition of each corporation. Participants in the Institutional Access Corporation shall include: public or private non-profit educational institutions, for-profit and non-profit health institutions (hospitals, clinics, etc.), libraries or library councils not operated by the City. These must be located within the City of St. Paul or must provide an important service to a significant portion of St. Paul residents. Local governments and businesses are not included.

Participants in the Community Access Corporation shall include: neighborhood organizations, religious organizations, special interest groups such as women's and minority organizations, the handicapped and hearing impaired, cultural organizations and entities, social service agencies, unions, individual residents of St. Paul, and other St. Paul organizations that would not be eligible to participate in the Institutional Corporation. Local governments and businesses are not included.

Applicants are required to make significant ongoing commitments to community access programming. The

City has adopted the following guidelines for access offerings:

* applicants are required to provide the channels mandated by State cable law (one channel each for public access, government access, educational access, leased access, and regional channel 6).

* applicants are required to propose additional channels to meet community needs. Some should be allocated to the SPCAC and some to the SPIAC. The block of institutional channels should include channels on the subscriber and institutional network.

* applicants are required to propose facilities, equipment, staff and operating budgets (that include equipment maintenance), as prescribed in State cable law, based on community needs assessments. Some of these facilities and/or equipment should be for priority use by institutions and some for priority use by the community.

* at least one of the access facilities must be equipped to accommodate the handicapped and hearing impaired.

* applicants are encouraged to place access channels on lower cost tiers of service in so far as possible.

* any access facility that is established must meet the following criteria:

  a) must have flexible operating hours, including week-day, evenings, and weekends.

  b) adequate parking facilities.

  c) with security.

d) reasonably accessible to public transportation.

* applicants are encouraged to propose a range of equipment and facilities such as:

  a) studios to accommodate different types of uses and users.

  b) audio production and video production equipment/facilities.

  c) portable video units as well as studio equipment.

  d) cablecasting and editing facilities with time base correctors to synchronize equipment.

  e) a pool of modulators, character generators, and keyboards dedicated to access users.

  f) provide access to, at reasonable rates, any new technology that becomes available such as digital special effects, generators, and computer editing equipment.

* applicants are required to propose funding to support community uses of the system in addition to the basic access resources required above, with $100,000 as a yearly minimum. These funds will be administered by teh two access corporations, and applicants should specify an amount for each.

Proposals for community and institutional access should demonstrate an understanding of local needs and desires arrived at through comprehensive needs assessments. A broad range of local non-profit institutions and organizations have submitted position papers to the City describing their needs regarding access to the cable system. Applicants are encouraged to review these and other

materials. The City does, however, wish to avoid the approach where-by local organizations are offered funds or facilities for the purpose of influencing the award of the franchise. Instead, the City will endeavor to evaluate a company's overall commitment to the development of local programming within the context of the total proposal.

Applicants should also propose a policy as to when, how, and under what circumstances additional channels will be allocated for community access use. Expansion of the number of community access channels should be facilitated by an automatic trigger mechanism whereby an additional channel(s) could be made available after a specific percentage of time (i.e., during a portion of a day), is used for programming.

The City reserves the right to negotiate the final details of the access plan with the successful applicant, so long as the terms do not impose any new financial requirements on the applicant.

1.16 Home Interactive Service

The City invites applicants to be creative in their plans for the orderly introduction of interactive cable services. The City is particularly interested in keyboard activated systems and related computers and databases. This refers to both local information retrieval (public databases and private school closings, etc.), home banking and shopping, electronic mail, and access to regional and national/international information services. Applicants are also invited to propose more typical services, such as security and medical alert systems.

The proposed home interactive services should eventually be self-supporting and not subsidized by or dependent upon basic subscriber revenues. However, we realize that these services may have to be subsidized for an initial development period. The applicant's discussion of the home interactive services should include a description of the marketing and development effort necessary to achieve independent financial status. Any proposal for a security service must include a separate schedule of rates for installation and monthly service, separate from the rates for basic and pay cable services.

The City has placed a priority on the use of cable system for computer communications services. Applicants are, therefore, required to describe fully their plans for the interconnection of home computers on the subscriber network. In addition to the technical requirements related to system design (described in Section 1.8), the City requires that applicants allocated a minimum of one upstream and downstream 6 Mhz channel on the subscriber network for computer communications. Hearing impaired individuals should have priority access to this bandwidth. In addition, applicants are encouraged to provide units to interface with home terminals that have RS232 and/or RS449 or equivalent inputs to accommodate home computer users.

1.17 Use of Local Resources

Applicants are encouraged to consider the use of existing local resources in the development of their plans for cable communications services. For example, the use of existing local production facilities and talent should be

considered in preparing plans for community access and local origination programming. A variety of possible arrangements should be considered, including the lease and upgrade of existing facilities, contracts with existing production facilities for the development of a specific amount or type of programming, and/or the purchase of programming from local independent producers and other local sources. The City also encourages applicants to consider the involvement of local institutions and businesses in their plans to develop advanced cable communications services, both as service providers and in terms of research and development. At a minimum, applicants are required to submit detailed information regarding their plans to use local resources, facilities, staff, and production capability.

1.18 Subscriber Rates and Tiered Service Structure

The City requires that there be uniform rates throughout the City for the installation and monthly charge for all individual residential subscriber services. These rates should be fully disclosed in the applicant's proposal. Applicants may, however, propose different rates to accommodate "bulk users" provided policies and proposed rates are specified in their proposal. Applicants are encouraged to propose a "universal service tier" which would provide subscribers with a minimum number of access, community programming, and information channels without a monthly charge. Any proposed universal service should, at a minimum, provide the four access channels required, and other program services of interest to special audiences (minorities, senior citizens, women, the handicapped, children, etc.).

This universal teir of service should be designed to minimize subsidization from other subscriber tiers, and reduce the cost of installation by avoiding the use of costly equipment.

Applicants are also invited to propose discounts on either installation or monthly fees where heads of households are senior citizens on fixed incomes, handicapped, or economically disadvantaged, as defined by the City.

The City encourages applicants to propose increased installation fees to accommodate unusual circumstances, such as the need for drop cables longer than 200 feet. These rates should also be fully disclosed, and should be based on the actual cost of installation. Applicants may also propose reasonable charges for regular service calls or relocation. Applicants are required to submit a marketing plan in their franchise proposal, including examples of subscriber contracts and marketing materials.

Applicants are encouraged to propose an initial period of rate stability during which no rate increase will be implemented. At a minimum, rates will remain stable during the proposed construction period, and applicants are encouraged to exceed this minimum requirement. Any modification of subscriber rates proposed after the initial period of rate stability will follow the procedure described in the Cable Communications Regulatory Ordinance, including a specific response period from the City, full documentation from the franchisee, a public hearing, and City access to franchisee financial records.

1.19 Institutional Network Service

Applicants are required to propose a separate, bi-directional institutional cable network to be developed simultaneously with the subscriber network. As a minimum requirement, applicants shall provide free drops to the institutional network for selected municipal buildings and City offices, including public school buildings, public libraries, fire stations, and police stations. These sites have been designated by the City and listed in Appendix B of this RFP. Applicants should also specify which institutions will be provided a free drop, beyond those included in the City's minimum requirements.

The City regards an advanted institutional cable communications network to be a socially and economically desirable resource. The proposed system should have the capability to carry two-way video (wide-band and slow-scan), audio and voice services, text information, and data communications services. The system should be capable of selective interconnection among institutions and with the subscriber network. Provisions should also be made to protect the privacy of data and information transmitted on the system.

The institutional network should eventually be self-supporting and not subsidized by or dependent upon residential subscriber revenues. However, we realize that such a network must be subsidized for an initial development period. The applicant's discussion of the institutional network should include a description of the marketing and development effort necessary to achieve independent financial status.

In this context, applicants are requested to provide a comprehensive management and operational plan for the institutional network, with specific emphasis upon achieving maximum public benefits over the life of the franchise. Public benefits may be defined to include any cost-effective benefits that are expected to accrue to public agencies, businesses, institutions, or residents of the City. The plan should cover the activities of public and private users of the system as well as the activities of the franchise.

Applicants are encouraged to perform an ascertainment of needs for all prospective users of the institutional network. Such users could include municipal departments, hospitals, health care centers, private businesses, public and private schools, cultural institutions, and any other institution(s) the applicant feels could benefit from use of the institutional network. A variety of position papers have been submitted to the City by a broad range of potential users of the institutional network. Applicants should find these documents to be helpful in formulating their proposals. Applicants should provide a list of institutions which have participated in their needs assessment activities, and a description of how the network will be organized and designed to accommodate their needs.

1.20 Municipal Government Services

The City has placed a high priority on the development of cable communications services which will contribute to the overall efficiency and cost-effectiveness of City and other government services. A Citywide Cable

Task Force has been appointed by the Mayor to investigate the applications of cable technology to City government operations and staff activities. This Task Force has prepared a report on the municipal uses of cable television. This report should provide applicants with fundamental information and recommendations regarding the City's use of the cable system.

Applicants are encouraged to supplement this information by conducting their own assessments of the City's communications needs. The City Council has recently adopted a resolution regarding contact between applicants and City employees. These procedures should be followed in conducting needs assessments of City government departments. The needs of other government agencies should also be assessed in this context, and the City has not adopted any policies regarding applicant communication with other government officials.

The City is interested in the use of the subscriber network to distribute information to the public, in both alphanumeric and full video formats. Applicants are required to provide a minimum of one upstream and one downstream video channel on both the subscriber and institutional networks for government access. The City encourages applicants to exceed this minimum requirement, and present an overall plan for municipal government use of the cable system. This plan should include channel allocations, access to production facilities, staff and financial support required for the City to obtain maximum benefits from the development of cable communications in St. Paul.

The City is also interested in playing a significant role in the development of public service applications of home interactive services, especially those which may effect the functioning of City departments (such as police, fire, emergency medical, water, electric, etc.). Applicants are encouraged to present plans to initiate pilot projects and other activities to involve the City in the cost-effective delivery of these services.

The City intends to administer its own channels and cable resources rather than participating in the institutional access corporation. Any channels designated for City use should not be considered part of the institutional or community block of channels.

The institutional network plan should also include provisions for municipal and other government telecommunications services including voice and data communication. Applicants should specify the bandwidth and facilities which will be allocated to municipal and government use, as well as the terms and rates for municipal telecommunications services. The emphasis here should be on cost-effective applications of institutional network services which will result in cost savings for the City.

1.21 Financial Plan

An important feature of the application involves demonstration of financial capability to perform in accordance with the ordinance and this RFP. Failure provide the detailed financial *pro forma* requested may be interpreted by the City as evidence that the applicant is not properly qualified to receive a grant of the franchise.

For purposes of the financial pro forma, Year 1 begins on the date of MCCB Certification. Further, an average annual inflation rate of 7 percent shall be used by all applicants in preparing financial projections.

The *pro forma* data submitted should include plans and terms for debt and equity participation, terms of local ownership participation (if any), financial goals as well as financial projections and assumptions. Tiered service structure, if offered, must be reflected in the disaggregated revenue projections. Adequate documentation of the applicant's assumptions and processes must be provided so that a fair analysis can be made of the projections. The depreciation schedule and expense should be the same as the depreciation method that the applicant intends to use for tax purposes.

Applicants should present evidence of financial resources that assure the company's ability to complete the entire initial service area within the construction period specified in the application. The applicant should clearly distinguish between sources of financing that are confirmed and those that are merely potential, providing supporting documentation (letters, agreements, etc.) for commitments that should be considered firm.

The rates initially proposed by the applicant must be substantiated in the *pro forma* statements by use of realistic levels of penetration. As noted above, applicants should provide adequate documentation of the assumptions and methods used in deriving these figures. To assure the City that the initial rates proposed are realistically calculated to meet the applicants' financial goals, initial rates should be guaranteed until the applicant has

completed all construction (as indicated by the applicant on Form XIII-C) or for three years, whichever period of time is longer. Applicants should, however, include any anticipated rate increases in the *pro forma* projections.

2.0 INSTRUCTIONS TO APPLICANTS

All prospective applicants who plan to apply for the St. Paul cable franchise are required to submit a registration form, which can be obtained from the City's Cable Communications Officer. Applications will not be accepted from companies who have failed to register with the City at least 30 days before applications are due.

One record copy of the applicant's proposal must be received by the City at the following address by 2:00 p.m., February 1, 1983:

Mr. Al Olson, City Clerk
Room 386 City Hall
St. Paul, MN 55102

Within 24 hours of filing a record copy of their proposal, applicants are required to submit forty (40) copies of their application, packaged in individual boxes, and 100 copies of the summary. Applicant proposals must be notarized, and may be filed in person or by registered mail. Applications must be accompanied by a non-returnable fee of $10,000 (in the form of a certified check made payable to the City of St. Paul) to cover the costs or processing and evaluating the applications. In addition, the successful applicant will be required to reimburse the City for any and all costs expended by the City relating to cable communications franchising subsequent to May 31, 1982, not covered by the application fees, including, but

not limited to, any cost incurred by the City in its study of cable communications, preparation of proposal documents, solicitation and evaluation of all applications, and processing of the franchise agreement.

2.1 Form of Proposals

All proposals must be on the official forms provided by the City. The application forms have been designed to furnish all pertinent data that will be used by the City in making its evaluation. Specific instructions for each form are included on the form. Adequate space has been provided for specific and succinct answers to all questions and requests for data. All applicants must use only the pages on the official application forms (or extensions of these pages if, for example, more room is needed to list equipment or provide manufacturer's specifications). Alternative proposal forms are neither desired nor will they be considered. Any attempt to merely use the official form as an "index" to voluminous "boilerplate" may disqualify the applicant from consideration. The official forms have been designed to facilitate comparison of proposals. Evasive, imprecise, or incomplete responses can only serve to the disadvantage of the applicant.

The City of St. Paul reserves the right to extend the deadline for all applications or reject any and all applications, if necessary.

2.2 Clarification of Proposal Documents

If any applicant is unsure about any terms, conditions, or provisions of these specifications or the meaning

or interpretation thereof, the applicant may request information or clarification thereon by submitting such requests in writing to:

Mr. Edward Starr
City Attorney
City Hall
St. Paul, MN 55102

Such requests for information must be submitted no later than thirty (30) days prior to the deadline for filing applications. The City attorney will respond in writing to such requests as promptly as possible. Such responses shall be sent to all known applicants who have been supplied applications. No other interpretation by any other person, whether oral, written or in other form, shall be binding upon the City.

In submitting an application, the applicant shall have evidenced the fact that it agrees that it has no unanswered questions with respect to these specifications, and shall have no basis for withdrawal or modification of its proposal on the basis of misunderstanding.

2.3 Amendment to Proposal

Substantive amendments to proposals will not be considered except to acknowledge involuntary changes, such as a change in ownership due to death. Correction of inadvertent errors submitted prior to the filing deadline will be considered. Correction of errors submitted after the filing date may be considered at the discretion of the City or its consultant, if the applicant submits with its correction sufficient information to prove that the error was inadvertent. Additional information or data may be

requested by the City or its consultant if, in their judgment, it would aid in the preparation of a fair and accurate analysis of the proposal.

2.4 Uniform Data Requirement

The City has compiled information with respect to dwelling units, housing density, demographics, and aerial/underground utilities, provided in Appendix C of this document. For consistency, applicants are required to use this information as the basis for all *pro forma* projections and system construction plans.

2.5 Standards of Ethical Conduct

The City Council has adopted two formal resolutions establishing rules governing contact between applicants, City officials, and City employees. These guidelines have been established to assure complete fairness and honesty to the citizens of St. Paul and the cable industry in connection with the awarding of any cable franchise and further to assure all concerned that there will be a complete public record of all proceedings relating to any such contact. The applicant should recognize that these guidelines are binding, and that failure to adhere to these procedures may, at the City's option, result in a rejection of the proposal submitted by the applicant.

2.6 Franchisee Selection Procedure

The authority to grant a cable television franchise in the City of St. Paul resides with the City Council. The City has appointed a Citywide Task Force on Cable TV to

evaluate those aspects of the proposals relating to municipal uses of the Cable system. While the Task Force will make recommendations regarding the applications, the final selection of a franchisee will be made by a vote of the City Council.

The City of St. Paul has also retained the services of Kalba Bowen Associates, Inc., to conduct an independent evaluation of the proposals submitted by each of the applicants responding to the RFP. Kalba Bowen will begin with a preliminary examination of each proposal in order to assess each applicants' ability to construct and operate a system that will best serve the needs and desires of the residents and institutions of the City of St. Paul.

The preliminary assessment of each proposal submitted will be completed approximately 30 days after the proposals are due. A separate report will be prepared regarding each applicant, including a list of specific questions which will be prepared to be responded to in writing by each of the applicants. A complete set of preliminary assessments will be submitted to the City and each applicant. Applicants will have ten (10) working days to: (1) comment on the analysis of their proposal; and, (2) respond to the questions directed to them. This procedure will allow applicants to comment on and correct any errors in the preliminary assessment, and will allow the consultant to ask specific questions regarding applicant proposals. These responses will be considered an integral part of the franchise evaluation process, and will be incorporated into the final evaluation report.

The City will give attention to the previous history of the applicants' cable franchising in similar environments.

Interviews will be conducted with municipal cable authorities in other cities where the applicants currently operate systems. The City will make specific inquiries as to the fulfillment of franchising promises in cities where an applicant currently owns and operates other cable systems.

Applicants will be given the opportunity to present their proposals orally at public hearings before the City Council. Representatives of Kalba Bowen Associates will attend the hearing(s), and these presentations will be considered an integral part of the evaluation process. We suggest that applicants provide a printed resume of their presentations for Council members and others attending the presentation hearing(s).

After receiving responses to the preliminary analysis of each proposal, Kalba Bowen will prepare a final evaluation report which will include a ranking of all applicants using the criteria specified by the City. These rankings will summarize the findings of the proposal evaluation and will serve to facilitate the final selection process. After the City Council and applicants have received the final evaluation report, Kalba Bowen will make a public, oral presentation describing the findings of its evaluation and the rankings of the applicants on the criteria.

2.7 Evaluation Criteria and Priorities

The City will award the franchise to the applicant who demonstrates the best overall capability and willingness to provide cable communications service to the citizens of St. Paul. All of the information requested herein

will contribute to the evaluation of applicants and the subsequent selection process.

In general, applicants will be judged according to the following criteria:

* compliance with the minimum requirements of the RFP;
* financial resources available to the applicant;
* financial feasibility of the system as proposed;
* proposed rate structure and stability;
* fitness of the applicant and its officers;
* proven management and performance of the applicant;
* ownership structure;
* commitment to education;
* employment and administrative practices;
* technical plan of the cable system;
* technical standards specified in proposal;
* timetable for construction of the system;
* channel capacity and utilization of the system;
* ascertainment of community needs by the applicant;
* commitment to local origination services;
* commitment to local access services;
* home interactive services plan;
* institutional network services plan;
* municipal services development;
* use of existing local resources;
* regional interconnection plan; and,
* equal employment opportunity and affirmative action plans.

The City Council has determined that the following factors will be accorded a preference and will be considered as priorities. The City seeks an applicant who will:

(1) Propose the most comprehensive offering of services, provided that such an offering does not exceed the financial capability of the applicant to construct and operate a cable communications system.

(2) Seek to maximize community participation in the ownership and/or management of the cable system or in one or more features of that system such as the access channels, institutional network or leased channels.

(3) Allocate adequate facilities, funding and staff support to access, public service and local community programming.

(4) Seek to develop services to fulfill the communications and information needs of the City's service institutions and the needs of the City's commercial, business, and financial communities.

(5) Provide service to low-income households by proposing a "universal service" option which would offer the subscribers the access and public service channels for the cost of installation alone.

(6) Demonstrate a commitment to the development of municipal uses of the cable system, specifically placing a high priority on those cable communications services which will contribute to the overall efficiency and cost-effectiveness of City government services.

(7) Makes extensive use of local resources in the development of cable communications services, including the use of existing local production facilities, the involvement of local businesses and institutions in service development, con-

tracts with existing production facilities, the purchase of programming from local independent producers and other local sources.

(8) Demonstrate a commitment to the educational community.

THE CITY RESERVES THE RIGHT TO REJECT ANY OR ALL APPLICATIONS.

2.8 Franchise Schedule

11/1/82	Request for Proposals Released
2/1/83	Cable Company Proposals Due
3/1/83	Kalba Bowen Preliminary Assessment and Requests for Clarification Received by City
3/3/83	Kalba Bowen Preliminary Assessment and Request for Clarification Received by Applicants
3/14/83	Responses Received by Kalba Bowen Associates
3/18/83	Public Hearing for Applicant Presentations
4/22/83	Final Kalba Bowen Proposal Evaluation Report Submitted to City
4/25/83	Oral Presentation of Evaluation Report Made by Kalba Bowen to City Council, Cable Committee and Applicants
4/29/83	Final Selection Made by City Council
5/20/83	Final Negotiation and Ordinance Completion

APPLICATION FOR A CABLE COMMUNICATIONS SYSTEM FRANCHISE

CITY OF ST. PAUL

Application submitted to:

Mr. Al Olson, City Clerk
Room 386 City Hall
St. Paul, MN 55102

Due Date: 2:00 p.m., February 1, 1983

Application Forms

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I. Summary of Proposal

Each applicant should present a clear and *concise* narrative description of the cable television system and services it proposes to provide. Please limit responses to a maximum of 15 pages.

Please cover the following subject areas:

- Overview of Proposal
- Ownership and Management of System
- Financial Commitments
- System Design and Construction
- Signal Carriage and Channel Allocations
- Commitments to Local Origination and Access Programming
- Rates and Rate Guarantees

- Institutional, Business and Municipal Services
- Home Interactive Services

The purpose of this section is simply to provide the reader with an understandable overview of the proposal, not to discuss details which will be covered elsewhere in the application forms.

The applicant must clearly differentiate between those elements of the proposal which it is firmly committed to providing (which will be contractually binding) and those which may be provided.

II. Applicant Identification and Affidavit

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APPLICATION FOR CABLE COMMUNICATION FRANCHISE .....Form II-A

APPLICATION FOR CABLE COMMUNICATION SYSTEM FRANCHISE FOR THE CITY OF ST. PAUL, MINNESOTA.....Form II-B

CABLE COMMUNICATIONS FRANCHISE APPLICANT EXPENSE DISCLOSURE.....Form II-C

CABLE COMMUNICATIONS FRANCHISE – LIST OF APPLICANT PERSONNEL.....Form II-D

II. Applicant Identification and Affidavit

Applicants must state the full name and legal status of the prospective franchise as it would appear in a subsequent license agreement. If an application is made on behalf of another party, full disclosure of all the facts relating to such a party is required, including the names

and addresses of the agent and principal. Failure to furnish this information may disqualify the applicant from consideration. Where the application is submitted by an individual, his legal name must be signed by him or his duly authorized agent. Where the application is submitted by a corporation, association, or partnership, the legal name and address of each principal, director and officer must be given, and the application signed by an official or duly authorized agent.

Form II-A

APPLICATION FOR CABLE
COMMUNICATION FRANCHISE

Applicant's Affidavit

This application is submitted in response to the Request for Proposals of the City of St. Paul, Minnesota, by the undersigned who has been duly authorized to make the representations herein on behalf of the applicant.

Applicant recognizes that all representations are binding on it and that failure to adhere to any such representations may, at the City's option, result in revocation of any franchise that may be granted, in consequence of this application.

The City of St. Paul has adopted two council resolutions which provide a comprehensive policy regarding applicant contact with City officials and employees. The applicant recognizes that these resolutions are binding on it, and that failure to adhere to these procedures may, at the City's option, result in a rejection of the proposal submitted by the applicant.

Consent is hereby given to the City to make inquiry into the legal, character, technical, financial and other qualifications of applicant by contacting any persons or organizations named herein as references, or by any other appropriate means.

Firm Name _____

Applicant's Signature _____

Official Position _____

Date _____

Attest _____

Form II-B

APPLICATION FOR CABLE COMMUNICATION SYSTEM FRANCHISE FOR THE CITY OF ST. PAUL, MINNESOTA

IDENTIFICATION OF APPLICANT

Name of Applicant _____

Address of Applicant _____
(Street)

_____
(City, State, Zip Code)

Telephone _____
(Area Code and Number)

Date _____

Please give name and telephone number of principal to whom inquiries should be made:

Name _____

Telephone _____
(Area Code and Number)

Authorized Signature _____
(Name and Title)

Date _____

Form II-C

CABLE COMMUNICATIONS FRANCHISE – APPLICANT EXPENSE DISCLOSURE

Firm Name _____

Affiant's Signature _____

Official Position _____

Date _____

INSTRUCTIONS

1. List total expenses incurred in seeking the cable television franchise for the City of St. Paul by your local company, and its parent corporation, partner or joint venturer in each of the following categories. Include estimates for expenses you have incurred, but for which you have not yet been billed.*

Expense Item	Amount
Salaries paid to company or organization personnel (local and national)	_____

Contracted services – consultants, attorneys, local spokespersons, lobbyists, etc.	_____
Advertising and public relations (media ads, audio-visual presentations, etc.)	_____
Printing	_____
Studies and surveys	_____
Travel	_____
Other**	_____
	TOTAL

2. Provide information regarding any existing contingency agreements or bonus plans relevant to the franchise application and selection process including, but not limited to, cash, property, stock or stock options.

Signature _____ Attest _____

Date ___

---

* The City will give you 10 days notice sometime after the final public hearing in which to file this form.

** If the total exceeds $5,000 in this category, list individual categories of expenses.

Form II-D

CABLE COMMUNICATIONS FRANCHISE – LIST OF APPLICANT PERSONNEL

Due Date* ___

Firm Name _____

Affiant's Signature _____

Official Position _____

Date _____

INSTRUCTIONS

NOTE: FAILURE TO SUBMIT THIS FORM BY THE DATES SPECIFIED WILL DISQUALIFY YOU FROM CONSIDERATION FOR THE FRANCHISE.

1. Name all employees of the applicant, and of affiliates, subsidiaries and parent companies of the applicant, who are based in the City or represent the applicant in its franchising activity in the City of St. Paul.

2. List names and addresses of all persons (locally and nationally based employees, attorneys, consultants, spokespersons, lobbyists, public relations counsel, local owners, etc.) who have been employed or retained to contact the Mayor, council members or City staff to speak on your company or organization's behalf. For each, describe any compensation that is contingent upon the award of the franchise.

*This form must be completed and submitted with your official application forms, and on the first date of each month thereafter until the final vote of the City Council awarding the franchise.

III. Character and Ownership Information

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OWNERSHIP DISCLOSURE ..... Form III-A

LOCAL OWNERSHIP ..... Form III-B

OWNERSHIP AND CONTROL INFORMATION ..... Form III-C

STOCK INFORMATION ..... Form III-D

OWNERSHIP QUALIFICATIONS ..... Form III-E

CHARACTER QUALIFICATIONS ..... Form III-F

CABLE HOLDINGS OWNED BY APPLICANT AND PRESENT SUBSCRIBER RATES ..... Form III-G

SPECIALIZED CABLE SYSTEM EXPERIENCE ..... Form III-H

FORMER FRANCHISE ..... Form III-I

Form III-A

OWNERSHIP DISCLOSURE

Applicants, including all shareholders and parties with any financial interest in the applicant, must fully disclose all agreements and understandings with any person, firm, group, association or corporation with respect to the franchise and the proposed system. This includes agreements between local investors, attorneys, lobby groups, consultants, etc., and the applicant or its principals, affiliates or parent company. Failure to reveal such agreements will be considered withholding of pertinent information and will be considered cause to withhold or revoke award of the franchise.

Please append copies of any written agreements made regarding the ownership or control of the proposed system. Use the space provided to outline any oral agreements or understandings regarding the ownership or control of the proposed system.

Form III-B

LOCAL OWNERSHIP

The City specifically seeks to prevent the practice of "rent-a-citizen" in the cable franchising process, where local citizens, organizations or institutions are solicited to participate in the ownership of a company applying for the franchise without having to invest an amount equal to the equity received.

Therefore, an applications will not be accepted if it contains any of the following elements:

- the percentage of stock held by local investors is greater than the actual percentage of dollars (or dollar value of services) actually invested or to be invested;
- local investors have received loans from the cable company with which to purchase stock;
- the applicant or parent company guarantees local investors little or no financial risk;
- the interests of local investors can be bought out readily at a guaranteed price.

If any owners listed are considered local, in terms of residing or having a place of business within the Twin Cities metropolitan area, provide the following information for each such local owner:

- *Basis for Acquiring Ownership* – Indicate whether ownership was acquired at same per-share cost as other owners, and if not, whether services or other in-kind contributions are included as a basis for acquiring ownership. Provide a copy of the contractual agreement.

- *Buy-out Agreement* – Indicate whether a buy-out agreement exists, whether written or verbal, giving other stockholders the right to acquire the interest of local stockholders in the future.

- *No Risk Guarantee* – Describe any guarantee that would reduce the financial risk of local investors.

- *Loans* – Describe any loans from the applicant or parent company.

- *Ownership in Other Communications Media* – Indicate whether any local ownership in other mass communications media (defined as television stations, radio stations or newspapers) in the Twin Cities metropolitan area.

Form III-C

OWNERSHIP AND CONTROL INFORMATION

(Reproduce original forms if needed)

1. To be completed by all principals, officers and directors of applicant, and by beneficial owners of 1 (one) percent of the stock or other ownership interest in applicant. Beneficial owners include, but are not limited to, individuals, corporations, partnerships, joint ventures and unincorporated associations.

Name (if individual) _____

(if organization) _____

Address _____
(Number) (Street)

_____
(City) (State) (Zip)

Nature of Interest: [ ] Partner

[ ] Stockholder/Owner

[ ] Officer

[ ] Corporate Director

Profession or Occupation _____

Name of Employer _____

Address of Employer _____

Number of shares of each class of stock or ownership interest (including stock options, stock subscriptions and partnership options): _____

Percentage of ownership of partnership, voting stock or equity interest: _____

To be completed by each organization corporation which filled out Page 1 of Form A (not individuals).

2. List all principals, officers, corporate directors, and beneficial owners of three (3) percent or more of your own stock or ownership interest.

Name of Organization _____

Address _____
(Number) (Street)

_____
(City) (State) (Zip)

Name	Address	Capacity	Ownership Percent

FORM III-D

STOCK INFORMATION

Please answer the following concerning the corporation.

1. Is the applicant a publicly held corporation as defined by the rules and regulations of the Securities and Exchange Commission? [ ] Yes [ ] No

2. Stock of corporation:

Class of Stock	Par Value	Vote Per Share	No. Shares Authorized	No. Shares Issued	No. Shares Subscribed	Total No. Stockholders

3. Does the applicant have any other obligations or securities authorized or outstanding which bear voting rights either absolutely or upon any contingency?
[ ] Yes [ ] No

If "yes," submit a statement of (a) the nature of such securities, (b) the face or par value, (c) the number of units authorized, (d) the number of units issued and outstanding, (e) the number of units, if any, proposed to be issued, and (f) the conditions of contingency upon which securities may be voted.

4. Is applicant corporation directly or indirectly controlled by another corporation or legal entity?
[ ] Yes [ ] No

If "yes," please explain.

Form III-E

OWNERSHIP QUALIFICATIONS

1. Does the applicant, or any person or business entity having any interest* in applicant, directly or indirectly own, operate, control, or have an interest in any of the following:**

a. A national broadcast television network (such as ABC, CBS, NBC); or [ ] Yes [ ] No

* For purpose of this form, "interest" includes, in the case of corporations, officers and directors, and stockholders owning 1 percent or more of the company's outstanding voting stock.

** An affirmative response to Question 1, (a)-(d) may constitute disqualification of an applicant if Federal Communications Commission (FCC) cross-ownership rules prohibit such an applicant from investing in cable systems (see 47 CFR s/s 63.45 and s/s 76.501).

b. A television broadcast station whose predicted Grade B contour, computed in accordance with Section 73.684 of the FCC's rules, overlaps in whole or in part of the service area of such system, or an applicant for a license to operate such a station; or [ ] Yes [ ] No

c. A television translator station licensed to the community of such system; or [ ] Yes [ ] No

d. A telephone company whose service area includes the community [ ] Yes [ ] No

e. A newspaper having local circulation within the community [ ] Yes [ ] No

f. An AM or FM radio station whose broadcast signal is normally available off-air in any part of the service area or an applicant for a license to operate such a station. [ ] Yes [ ] No

2. If "yes" to any of the above, indicate below, with full identifying particulars, the nature and extent of such ownership operation, control or interest.

Name of Applicant, Person or Entity: _____

_____

Nature of Interest: _____

_____

Company in Which Interest Held: _____

_____

Name of Applicant, Person or Entity: _____

_____

Nature of Interest: _____

_____

Company in which Interest Held: _____

_____

3. Is the applicant a U.S. citizen? [ ] Yes [ ] No

4. Is the applicant a U.S. corporation? [ ] Yes [ ] No
If "no" describe in detail.

5. If "no" above, state any ownership retained by persons or entities which are not U.S. citizens or corporations.

Form III-F

CHARACTER QUALIFICATIONS

1. Has the applicant (including parent corporation if applicable) or any principal* ever been convicted in a criminal proceeding (felonies or misdemeanors) in which any of the following offenses were charged?

a. Fraud [ ] Yes [ ] No

b. Embezzlement [ ] Yes [ ] No

c. Tax evasion [ ] Yes [ ] No

d. Bribery [ ] Yes [ ] No

e. Extortion [ ] Yes [ ] No

f. Jury tampering [ ] Yes [ ] No

g. Obstruction of justice (or other misconduct affecting public or judicial officers' performance of their official duties) [ ] Yes [ ] No

---

* For purposes of this form, "principal" means any officer or director of applicant, and any person, firm, corporation, partnership, joint venture or other entity, who or which owns or controls 1 percent or more of the voting stock (or any equivalent voting interest of a partnership or join venture) of an applicant.

h. False/misleading advertising [ ] Yes [ ] No

i. Perjury [ ] Yes [ ] No

j. Anti-trust violations (state/federal) [ ] Yes [ ] No

k. Violations of FCC regulations [ ] Yes [ ] No

l. Conspiracy to commit any of the foregoing offenses [ ] Yes [ ] No

m. Any other felony [ ] Yes [ ] No

2. If "yes" attach separate statement providing specifics such as date, court, sentence or fine, etc.

3. Has the applicant or any principal ever been a party to a civil proceeding in which it was held liable for any of the following or is now a party to the proceeding?

a. Unfair or anticompetitive business practices [ ] Yes [ ] No

b. Violations of securities laws (state/federal) [ ] Yes [ ] No

c. False/misleading advertising [ ] Yes [ ] No

d. Violations of FCC regulations [ ] Yes [ ] No

4. If "yes", attach statement providing specifics.

5. Has applicant or any principal ever had a business license (defined to include FCC licenses, alcoholic beverage and restaurant licenses, etc.) revoked, suspended or the renewal thereof denied or is a party to a proceeding that may result in same?

[ ] Yes [ ] No

6. If "yes", attach statement providing specifics.

7. Has applicant or any principal ever, as a result of an adjudicated proceeding, been found in violation – other than routine service complaints – of any franchise agreement, contract, or regulation governing

their cable communications systems owned or operated by them? [ ] Yes [ ] No

8. If "yes", attach statement providing specifics.

9. Has applicant or any principal ever initiated litigation against a franchising authority or had a franchising authority initiate litigation against it?
[ ] Yes [ ] No

10. If "yes", attach statement providing specifics.

Form III-G

CABLE HOLDINGS OWNED BY APPLICANT AND PRESENT SUBSCRIBER RATES

Please list all holdings (franchises and systems) in which applicant or any principal* owns 1 percent or more of equity interest. (If additional pages are needed, please reproduce this form)

_____

Location of System _____

Date of Franchise Award or Acquisition _____

Households Passed by System
Total Subscribers to System
Plant Miles of System _____

Date First Subscribers Served _____

Date Construction Completed _____

* For purposes of this form, "principal" means any officer or director of applicant, and any person, firm, corporation, subsidiary, joint venture or other entity, who or which owns or controls 1 percent or more of the voting stock (or any equivalent interest of a partnership or join venture) of an applicant.

Percentage of System
Ownership Held

Holder of Controlling
Ownership Interest

Current Subscriber Rate

Date Rate Approved

Name, Address, and Phone
No. of Local Government
Officials Responsible
For Cable Operations

Form III-H

SPECIALIZED CABLE SYSTEM EXPERIENCE

List at least one, but no more than four of the applicant's systems which are evidence of the applicant's special qualifications and experience in cable television operation. Provide on a separate page a brief narrative of each system's special features. Select, if possible, communities with similar characteristics to St. Paul with a cable system constructed within the past ten years.

Name of local company:

Community:

Address:

Date of award of franchise:

Date construction commenced:

Percentage of construction completed:

Number of subscribers:
- A. Basic
- B. Pay

Homes passed by cable:
- A. At present
- B. Within 5 yrs. (proj.)

Strand or route miles of plant presently in place:
- A. Aerial
- B. Underground

Local programming per typical week (hours):
- A. Automated
- B. Nonautomated
  1. Locally originated
  2. Access channels

Institutional Network:
- A. Trunk mileage
- B. Services

Municipal Cable Services:

Form III-I

FORMER FRANCHISES

Applicant or any principal* shall list every community where it has received a cable television franchise or operated a cable system without a franchise and subsequently disposed of all or a majority of its interest. (If additional pages are needed, please reproduce this form.) Applicants shall also list communities where franchises were held but not renewed.

---

* For purposes of this form, "principal" means any officer or director of applicant, and any person, firm, corporation, subsidiary, join venture or other entity, who or which owns or controls 3 percent or more of the voting stock (or any equivalent voting interest of a partnership or joint venture) of an applicant.

Name of System	Community	Date of Fran/Perm Award	Date of Fran/Perm Disposition	Reason and Manner of Disposition

IV. Administration and Regulation

Table of Contents

EMPLOYMENT TRAINING AND PROCUREMENT PRACTICES — Form IV-A
CONSUMER COMPLAINT AND REPAIR PROCEDURES — Form IV-B
SUBSCRIBER RIGHTS OF PRIVACY — Form IV-C

Form IV-A

EMPLOYMENT PRACTICES

1. Present plans for compliance with all federal, state and local laws pertaining to discrimination, equal opportunity employment programs and affirmative action programs. Include your policies on hiring and utilization of minorities in job training, management, engineering, search committees, announcing and filling job vacancies and contracting policies.

2. Describe policies on using union labor for system construction, operation and/or maintenance.

3. Appendix E contains a copy of St. Paul's Set-Aside Ordinance. Applicants are asked to describe to what

extent they will voluntarily commit to adopting the letter and spirit of this ordinance if they are awarded the franchise.

4. Appendix E contains a copy of St. Paul's compliance review reporting form, along with a list of definitions of terms and job categories. The City will be asked applicants to fill out the "Compliance Data" section of the form for a selected group of their systems. More detailed information and instructions will be distributed after the RFP release. Applicants will have at least 30 days notice, and will be expected to include the information as part of their proposal.

Form IV-B

CONSUMER COMPLAINT AND REPAIR PROCEDURES

The franchisee will be required to provide subscribers with clear and comprehensive written disclosure of all price, service, refund and complaint policies prior to the consummation of subscription or user transactions. The franchisee must clearly describe the standard of service to which it intends to adhere so that consumers and the City can readily determine whether the actual services provided are in conformity with those standards.

The franchisee shall be expected to repair system outages affecting a substantial number of subscribers on an emergency twenty-four (24) hour basis. When service interruption can be anticipated, the franchisee shall notify subscribers in advance.

1. Describe in detail the applicant's policy for handling consumer complaints, inquiries and repair requests. Describe how this policy will be implemented.

2. Hours of office operation will be:

Mondays - Fridays:	___ am to ___ pm
Saturdays:	___ am to ___ pm
Sundays & Holidays:	___ am to ___ pm

3. How soon after a trouble call is received will a service employee be required to respond either by telephone contact with subscriber for an appointment, or by a visit to the premises, or by a doorknob hanger if no one is home?

Within 24 hours	[ ]
Same Day	[ ]
Close of next business day	[ ]
Within ___ hours	[ ]
Other	[ ]

4. How will trouble calls be received outside normal business hours?

Company employee on 24 hour shift	[ ]
Electronically recorded	[ ]
Answering service	[ ]

5. Describe the applicant's plans for responding to major system outages.

Form IV-C

SUBSCRIBER RIGHTS OF PRIVACY

The cable franchises must be especially aware of and responsive to the privacy needs of subscribers. Applicants should be aware that the Minnesota Cable Communications Board has adopted rules which govern the

actions of communications companies regarding subscriber privacy. Applicants should also review the proposed franchise agreement, specifically those provisions which relate to subscriber privacy.

1. Identify all present and projected uses of the cable communications system where questions of subscriber privacy can be expected to arise (including such uses as electronic funds transfer; consumer purchasing of goods, services and programs via cable; opinion polling; information relating to individual subscriber viewing data; and the transfer of medical or other sensitive data by cable), and describe in detail the policies and procedures designed to protect subscriber privacy.

2. Describe in detail what measure will be taken initially and on an ongoing basis to protect consumer privacy and to inform subscribers as to how information is to be collected, stored or used; to inform subscribers of their privacy rights; to insure that information collected is up-to-date, accurate and relevant; to guarantee that information collected for one purpose is not used for any other purpose without the subscriber's prior written consent; and to inform subscribers that information is being collected about them.

3. Describe the remedies for breach of subscriber privacy which the applicant will make available to subscribers. Detail procedures for privacy complaint resolution.

4. Describe the technology to be used to ensure parental control over programming at the subscriber end.

V. Proposed Signal Carriage and Channel Allocations

Table of Contents

LOCAL BROADCAST SIGNALS: FULL-TIME	Form V-A
IMPORTED TELEVISION BROADCAST SIGNALS	Form V-B
TELEVISION BROADCAST SIGNALS PROPOSED FOR PART-TIME CARRIAGE	Form V-C
AUTOMATED PROGRAMMING	Form V-D
NONAUTOMATED PROGRAMMING VIA SATELLITE	Form V-E
NONAUTOMATED PROGRAMMING: SYSTEM ORIGINATED	Form V-F
DESIGNATED ACCESS CHANNELS	Form V-G
PAY CABLE SERVICE	Form V-H
PAY CABLE SERVICE: PER PROGRAM	Form V-I
SUMMARY OF CHANNEL ALLOCATIONS	Form V-J
AUDIO SERVICE	Form V-K
NON-BROADCAST AUDIO SERVICE	Form V-L

Form V-A

Proposed Signal Carriage and Channel Allocations

Service Tier No. ___ (if applicable)

1. Broadcast Television Channels

a. Local Broadcast Signals (carried full-time):

Network Affiliation*	City	Call Letters	Broad-cast Channel	Cable Channel	Proposed Activation Date**

* For example, ABC, CBS, NBC, PBS, independent, other.

** Specify proposed activation date if other than initial date.

Form V-B

Proposed Signal Carriage and Channel Allocations (cont'd.)

Service Tier No. ___ (if applicable)

1. Broadcast Television Channels

b. Imported television broadcast signals (carried full-time):

Network Affiliation*	City	Call Letters	Broad-cast Channel	Cable Channel	Proposed Activation Date**

* For example, ABC, CBS, NBC, PBS, independent, other.

** Specify proposed activation date if other than initial date.

Form V-C

Proposed Signal Carriage and Channel Allocations

Service Tier No. ___ (if applicable)

1. Broadcast Television Channels

c. Television broadcast signals proposed for part-time carriage.

Network Affiliation*	City	Call Letters	Broadcast Channel	Cable Channel	Proposed Activation Date

* e.g., late-night only, syndicated program black-out time, network fill-in.

Form V-D

Proposed Signal Carriage and Channel Allocations

Service Tier No. ___ (if applicable)

2. Nonbroadcast Channels (does not include pay cable services).

a. Automated Programming (e.g., time, weather, news, sic-scan news, sports, stockmarket, etc.)

Service	Source	Cable Channel	Hours Per Day (est.)	Proposed Activation Date*

*Specify proposed activation date if other than initial date.

Form V-E

Proposed Signal Carriage and Channel Allocations

Service Tier No. ___ (if applicable)

2. Nonbroadcast Channels (does not include pay cable services).

a. Nonautomated Programming.

(1) Received Via Satellite.

Service	Source	Cable Channel	Hours Per Day (est.)	Proposed Activation Date*

* Specify proposed activation date if other than initial date.

Form V-F

Proposed Signal Carriage and Channel Allocations (cont'd.)

Service Tier No. ___ (if applicable)

2. Nonbroadcast Channels (does not include pay cable services).

b. Nonautomated Programming.

(2) System originated programming (not via satellite) includes programming locally produced purchased, leased or obtained from other sources (excluding access).

Service	Source	Cable Channel	Hours Per Day (est.)	Proposed Activation Date*

* Specify proposed activation date if other than initial date.

Form V-G

Proposed Signal Carriage and Allocations (cont'd.)

Service Tier No. ___ (if applicable)

2. Nonbroadcast Channels

c. Designated Access Channels (channels set aside for non-operator-originated local programming)

Type*	Cable Channel	Hours Per Day Available	Proposed Activation Date**

* e.g., public, local government, educational, leased, composite (list composite uses), or any other specific allocation contemplated.

** Specify proposed activation date if other than initial date.

Form V-H

Proposed Signal Carriage and Channel Allocations (cont'd.)

Service Tier No. ___ (if applicable)

3. Pay Cable Service

a. Per channel service.

Type*	Source	Cable Channel	Hours Per Day Available	Proposed Activation Date**

* For example, first-run movies, regional sports, classic movies, etc.

** Specify proposed activation date if other than initial date.

Form V-I

Proposed Signal Carriage and Allocations (con't.)

Service Tier No. ___ (if applicable)

3. Pay Cable Service

b. Per program (if applicable)

Type*	Source	Cable Channel	Hours Per Day Available	Proposed Activation Date**

* For example, first-run movies, regional sports, classic movies, etc.

** Specify proposed activation date if other than initial date.

Form V-J

Summary of Channel Allocations

Service Tier No. ___ (if applicable)

On the chart below briefly describe the designated allocation of each channel on the proposed system (e.g., KXYZ-TV, Ch 7 ABC, 24-hr sports, automated, educational access: Pay TV, etc.) indicate with an asterisk (*) any channel(s) that will not be activated or available initially.

Channel No.	Description of Channel
1	
2	
3	
4	
5	
6	
7	
8	
9	
10	
11	
12	
13	
14	
15	

16
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37
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39
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41 _____

42 _____

_____

Form V-K

Proposed Signal Carriage and Allocations (cont'd.)

4. Audio service

   a. Broadcast Radio Stations (AM, FM, Shortwave and other frequencies)

      (1) FM broadband ___; or
      (2) individually processed signals ___.

Format*	Hours Per Day (est.)	Proposed Activation Date**	Call Letters	City

_____

* For example, country, rock, etc.

** Specify proposed activation date if other than initial date.

Form V-K
(cont'd)

Proposed Signal Carriage and Allocations (cont'd.)

4. Audio service (continued).

a. Broadcast Radio Stations (AM, FM, Shortwave and other frequencies (continued)

Format*	Hours Per Day (est.)	Proposed Activation Date**	Call Letters	City

* For example, country, rock, etc.

** Specify proposed activation date if other than initial date.

Form V-L

Proposed Signal Carriage and Allocations (cont'd.)

4. Audio service (continued)

b. Nonbroadcast Audio Programming.

Format*	Hours Per Day(est.)	Proposed Activation Date**

* For example, country, rock, etc.

** Specify proposed activation date if other than initial date.

VI. Community Access

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PLAN FOR COMMUNITY AND INSTITUTIONAL ACCESS	Form VI-A
ACCESS CHANNELS AND ADMINISTRATION	Form VI-B
ACCESS PRODUCTION EQUIPMENT AND FACILITIES	Form VI-C
COMMUNITY ACCESS TRAINING	Form VI-D
SUPPORT FOR ST. PAUL COMMUNITY ACCESS CORPORATION (SPCAC)	Form VI-E
SUPPORT FOR ST. PAUL INSTITUTIONAL ACCESS CORPORATION (SICAC)	Form VI-F
COMMITMENT TO ACCESS PROGRAMMING	Form VI-G
PLAN FOR THE USE OF LOCAL RESOURCES	Form VI-H

Form VI-A

PLAN FOR COMMUNITY AND INSTITUTIONAL ACCESS

The City of St. Paul has expressed the desire to include community and institutional access as a significant element of its cable system. Applicants are required to describe in detail their overall commitment to access programming, including the number and nature of channels (whether the channels will be on "tiered" services, etc.). Applicants also are required to make commitments which will provide at various locations in the City, facilities (access centers) where persons desiring to produce access programming can (1) meet, (2) receive instruction

on the use of equipment, (3) make use of quality studio equipment to produce access programs, (4) borrow or otherwise obtain the use of portable equipment, and (5) transmit programs into the system for system-wide viewing and/or viewing through portions of the system. Applicants are directed to carefully review Section 1.15 of this document which contain a more detailed description of the City's requirements for access.

> Describe, in a detailed narrative, the applicant's plan for providing community access including all access facilities (studios, access centers, equipment, etc.) required to support that concept.

Form VI-B

ACCESS CHANNELS AND ADMINISTRATION

Applicant is to attach a set of recommendations regarding the rules and procedures which SPCAC and SPIAC should consider for the operation of public, educational, government and leased access channels. The rules must describe:

- availability of channels to various users;
- availability of equipment and rules governing the use of equipment;
- scheduling procedures for reserving equipment and channel time;
- any rates to be charged, including deposits;

- copies of contract forms and application forms;
- availability of production assistance, etc.; and
- policy for adding additional channels as the current allocation becomes fully utilized.

Form VI-C

ACCESS PRODUCTION EQUIPMENT AND FACILITIES

Please describe facilities and equipment, if any, that will be available to access channel users on an exclusive or priority basis. Do not include local origination equipment listed on Form VII-C.

Access Studios:

– Locations (approx.):

– Size (approx.):

Access Equipment

– Equipment

---

* It will be presumed that equipment described or its equivalent will be provided.

Form VI-D

COMMUNITY ACCESS TRAINING

Does the applicant propose to provide training classes for volunteers and other users of access services? [ ] Yes [ ] No

If "yes," specify the curriculum, schedules and locations for training programs and lists (if any) to the trainees and describe what remedies will be available to the City in the event of the applicant's default in its promise to so provide the training.

Form VI-E

SUPPORT FOR ST. PAUL COMMUNITY ACCESS CORPORATION (SPCAC)

The City intends to create the St. Paul Community Access Corporation (SPCAC) to have primary responsibility for the promotion and development of non-discriminatory community access on a first-come, first-serve basis throughout the City. As a part of its overall commitment to the support of community access, the applicant should describe its proposal for initial and ongoing funding, channels, facilities, and other support to the SPCAC.

Form VI-F

SUPPORT FOR ST. PAUL INSTITUTIONAL ACCESS CORPORATION (SPIAC)

The City intends to create the St. Paul Institutional Access Corporation (SPIAC) which will have primary

responsibility for the development and management of cable access resources for the benefit of institutions in the City of St. Paul. As a part of its overall commitment to the support of institutional access, each applicant should describe its proposal for initial and ongoing funding, channels, facilities, and other support to the SPIAC.

Form VI-G

COMMITMENT TO ACCESS PROGRAMMING

1. Operating Budget (include only salaries, benefits, maintenance of production equipment, tape and film stock, miscellaneous supplies and promotion):

First Year	$_____
Third Year	$_____
Fifth Year	$_____
Tenth Year	$_____
Total over Fifteen Years	$_____

2. Staff Commitment:

	Full-Time	Part-Time
First Year	____	____
Third Year	____	____
Fifth Year	____	____
Tenth Year	____	____

3. How many part-time positions equal one full person year? _____

4. Discuss access programming philosophy, specifically describing plans and objectives for access. Include names of organizations and individuals contacted by the applicant to assess local needs and desires.

MINORITY PROGRAMMING

Describe plans for-funding, production and transmission of minority programming, and plans for involving minorities in research and decisionmaking in local programming.

(Minority programming is programming that is "by and about" minorities and is sensitive to the values, needs and concerns of the particular minority group whose perspective the program is intended to reflect. With the exception of linguistic programming, it should not necessarily be perceived as "for minorities only," in that programming oriented toward a specific target audience may well have a broader audience appeal. Furthermore, a minority program is a program that closely reflects the social, economic and cultural experience and perspective of a minority group, and focuses on a need or an interest of the specific minority group with which the program identifies.)

Form VI-H

PLAN FOR THE USE OF LOCAL RESOURCES

Applicants are encouraged to consider the use of existing local resources in the development of their plans for community and institutional access. A variety of possible arrangements should be considered regarding the use of existing local production facilities and talent. At a minimum, applicants are required to submit detailed information regarding their plans to use local resources, facilities, staff, and production capability.

VII. Local Origination Programming

Table of Contents

PLAN FOR LOCAL ORIGINATION PROGRAMMING — Form VII-A

LOCAL PROGRAM PRODUCTION EQUIPMENT AND FACILITIES — Form VII-B

COMMITMENT TO LOCAL ORIGINATION PROGRAMMING — Form VII-C

PLAN FOR THE USE OF LOCAL RESOURCES — Form VII-D

Form VII-A

PLAN FOR LOCAL ORIGINATION PROGRAMMING

It is the City's hope that cable will serve as a vehicle for sharing St. Paul's cultural, educational and artistic resources with local residents. Therefore, we view the applicants' local origination proposals with great interest,

and encourage applicants to provide creative and imaginative programing and services.

> Describe the applicant's overall plan for providing local origination programming and services, including: proposed schedule for implementation; hours or service per week at the inception of the license, after 5 years and after 10 years; and the dollar figure to be provided for start-up and yearly operations over the life of the license.

Form VII-B

LOCAL PROGRAM PRODUCTION EQUIPMENT AND FACILITIES

Applicants should list all studio facilities and equipment which will be provided for local program production. Although facilities may be available to all classes of users, please note that access studios and equipment (listed on Form VI-C) are for priority use of access channel users, and should exclude any facilities or equipment listed on this page.

Please indicate location of production facilities and list make, model number and your approximate cost for each piece or grouping of equipment.

Local Origination Studio:

- Location (approx.):

– Size (approx.):

– Will this facility also serve as an access studio? [ ] Yes [ ] No

Local Origination Equipment List (provide make and model number*). Do *not* include equipment available to access channel users on an exclusive or priority basis.

---

* It will be presumed that equipment described or its equivalent will be provided. As an alternative, applicant may provide detailed specifications for such equipment.

Form VII-C

COMMITMENT TO LOCAL ORIGINATION PROGRAMMING

1. Operating Budget (include only salaries, benefits, maintenance of production equipment, tape and film stock, miscellaneous supplies and promotion):

First Year	$_____
Third Year	$_____
Fifth Year	$_____
Tenth Year	$_____
Total over Fifteen Years	$_____

2. Staff Commitment:

	Full-Time	Part-Time
First Year	____	____
Third Year	____	____
Fifth Year	____	____
Tenth Year	____	____

3. How many part-time positions equal one full person year? _____

4. Approximately how many hours per week of local origination programming will be presented by system operator? Do not include automated programming, access programing or programming received via satellite. Also, do not include repeat showings of a particular program.

   - Programming produced locally by operator _____ hrs/week
   - Programming obtained from other sources _____ hrs/week

   Total _____ hrs/week

5. Discuss local programming philosophy, specifically describing plans and objectives for local origination. Include names of organizations and individuals contacted by the applicant to assess local needs and desires.

Form IX-H

INSTITUTIONAL DROPS

The City requests that a cable drop and outlet be provided at no cost to all public schools, police and fire stations, public libraries, and public buildings listed in Appendix B. List all institutions to be served and indicate the timetable for providing service to each. Indicate which institutions will receive free drops for both the institutional and subscriber networks. Indicate which drops include free service.

Form VII-D

PLAN FOR THE USE OF LOCAL RESOURCES

Applicants are encouraged to consider the use of existing local resources in the development of their plans for local origination programming. A variety of possible arrangements should be considered regarding the use of existing local production facilities and talent, including the lease and upgrade of existing facilities, contracts with existing production facilities for the development of a specific amount or type of programming, and/or the purchase of programming from local independent producers and other local sources. At a minimum, applicants are required to submit detailed information regarding their plans to use local resources, facilities, staff, and production capability.

The City also encourages applicants to consider the involvement of local institutions and businesses in their plans to develop advanced cable communications services, both as service providers and in terms of research and development.

VIII. Home Interactive Services

Table of Contents

EXPERIENCE AND CAPABILITY – HOME INTERACTIVE SERVICES	Form VIII-A
HOME INTERACTIVE SERVICE PLAN	Form VIII-B
COMPUTER COMMUNICATIONS SERVICES	Form VIII-C
RATES AND CHANGES	Form VIII-D
RESEARCH AND DEVELOPMENT	Form VIII-E
SERVICE ASCERTAINMENT	Form VIII-F
HOME SECURITY SERVICES	Form VIII-G
PLAN FOR THE USE OF LOCAL RESOURCES	Form VIII-H

VIII. Home Interactive Services

The City of St. Paul seeks a cable system whose management and design is capable of allowing subscribers to gain a full and ongoing advantage from technical advancements in cable communications in the area of developing home interactive services.

The City is interested in participating in the development of public service applications of these services, especially those which may affect the functioning of City departments such as police, fire, emergency medical, water, electric, etc. Applicants are encouraged to present plans to initiate pilot projects and other activities to involve the City in the successful development of these services.

The City cautions applicants to provide realistic assessments of the timetables, costs, research and development requirements, and proposed beyond those technical limitations of any services traditionally offered. Applicants should indicate specifically whether this is a commitment or an expectation, and if the former, what specific steps will be taken to develop and market such services.

The equipment specified by the applicant to provide these services should be described and defined in the technical section of this RFP, and all costs and revenue projections associated with the offer of these services should be presented in the financial section of the RFP.

Form VIII-A

EXPERIENCE AND CAPABILITY –
HOME INTERACTIVE SERVICES

Provide the following information:

1. Total number of systems now in operation providing home interactive service: _____
   Number of subscribers: _____

Type of services:

Type of equipment:

2. Total number of systems not yet in operation, but for which interactive service will be provided in the next two years: _____
List each system and anticipated service dates. (Use additional space if necessary.)

3. Indicate any special capability of applicant to provide home interactive services. Such capability could include cooperation with another firm that has specialized expertise. (Use additional space if necessary.)

Form VIII-B

HOME INTERACTIVE SERVICE PLAN

Applicants should describe their plans for offering any or all of the following services, including the timetable for implementation, and an analysis of eventual benefits or returns on the investment in this service.

- Subscriber polling
- Teletext
- Viewdata
- Security & alarm functions
- Computer-assisted instruction
- Entertainment and video games
- Consumer financial or shopping services

- Meter reading or energy management
- Electronic mail (voice & character) services for business and home subscribers
- Entry modes to multiple data bases and computer services
- Communications for home computers
- Other services

Form VIII-C

COMPUTER COMMUNICATIONS SERVICES

The City has placed a priority on the use of the cable system for computer communications services. The City requires that applicants allocate a minimum of one upstream and downstream 6 MHz channel on the subscriber network for computer communications and a system design that will accommodate data speeds of up to 19.2 Kbps on either the residential or institutional network. Applicants should clearly indicate what number of simultaneous home computer users can be accommodated upon system activation and present a plan to increase that capacity to meet future needs. In addition, applicants are encouraged to provide units to interface with home terminals that have RS232 and/or RS449 or equivalent inputs to accommodate home computer users.

Applicants should describe fully their plans for the interconnection of home computers on the subscriber network.

Form VIII-D

RATES AND CHARGES

1. Explain the derivation of the rate structure for each type of home interactive service to be offered. Discuss any differences in the rates proposed for various types of subscribers.

2. Will there be an initial demonstration period in which no charges will be applied? [ ] Yes [ ] No

   If "yes," for how long and under what conditions?

Form VIII-E

RESEARCH AND DEVELOPMENT

Describe research and development plans for creating new services in the future including financial provisions for these efforts. (Use additional space if necessary.)

Form VIII-F

SERVICE ASCERTAINMENT

List the names of any individuals or organizations with whom the applicant has consulted regarding the possibility and desirability of delivering such services. (Use additional space if necessary.)

Form VIII-G

HOME SECURITY SERVICES

If security or alarm functions are proposed, what procedures will be used to protect police and fire departments from excessive false alarms?

Form VIII-H

PLAN FOR THE USE OF LOCAL RESOURCES

Applicants are encouraged to consider the use of existing local resources in the development of their plans for home interactive services. A variety of possible arrangements should be considered regarding the use of local institutions and businesses in their plans to develop advanced cable communications services, both as service providers and in terms of research and development. At a minimum, applicants are required to submit detailed information regarding their plans to use local resources, including documentation of any agreements made with local institutions or businesses.

IX. Institutional Network

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EXPERIENCE AND CAPABILITY	Form IX-A
STATEMENT OF INTENT	Form IX-B
NEEDS ASSESSMENT	Form IX-C
RESPONSE TO INSTITUTIONAL NEEDS	Form IX-D
COMMITMENT TO INSTITUTIONAL SERVICES	Form IX-E
MARKETING PLAN	Form IX-F
RATES AND CHARGES	Form IX-G
INSTITUTIONAL DROPS	Form IX-H
PLAN FOR THE USE OF LOCAL RESOURCES	Form IX-I

IX. Institutional Network

The City is seeking proposals offering a separate institutional network which would be developed simultaneously with the subscriber network. The desired system should be capable of interconnection with the subscriber network, and should have the capability to carry two-way video (wide band and slow scan) and audio information, interactive digital computer data and text information. While a long term goal is that the institutional network become self-supporting and independent of subscriber revenues, it is recognized that such a network must be subsidized for an initial development period.

The City encourages applicants to propose a plan for utilizing the institutional network to achieve maximum benefits to the community over the life of the franchise. The City has designated the St. Paul Institutional Access Corporation (SPIAC) to have primary responsibility for the development and management of access to the cable system for the benefit of institutions in the City of St. Paul. Applicants should propose a role for SPIAC in the administration of access to the institutional network. In addition, a broad range of public sector agencies should be encouraged to experiment with institutional service through the offer of free drops and other incentives.

Form IX-A

EXPERIENCE AND CAPABILITY – INSTITUTIONAL NETWORK SERVICES

The City is interested in learning about applicants' experience with both institutions in general and specifically with separate institutional networks. Applicants should clearly discuss each of these two concepts.

Provide the following information. (Use additional space when necessary.)

1. Total number of systems in operation providing institutional service: _____
   Describe type of service provided and institutions* utilizing service.

   Describe any services specifically used by municipal government agencies.

2. Total number of systems not yet in operation, but for which the institutional service will be provided in the next two years:

   _____

   Describe the system design and services for each.

3. Indicate any special capability of applicant to provide institutional services. Such capability could include cooperation with another firm that has specialized expertise.

---

*In the forms concerning institutional services, the word – institution – should be read broadly to cover all public, nonprofit, and commercial users, unless the context indicates otherwise.

Form IX-B

STATEMENT OF INTENT

Will the applicant provide a dedicated institutional network? [ ] Yes [ ] No

If the answer is "no," what alternative do you recommend that will provide the same level of service?

If the answer is "yes," present the overall plan for the proposed institutional network. (Use additional pages if necessary.)

Form IX-C

NEEDS ASSESSMENT

Concisely describe how the government, business and institutional needs were assessed for the City of St. Paul, including the methodology for collecting and analyzing needs assessment data.

(Please provide samples of survey instruments used, summary of analyses, list of contacted government, institutional and community representatives and other data.)

Form IX-D

RESPONSE TO INSTITUTIONAL NEEDS

Present an analysis of the most critical communications needs of public agencies, institutions and businesses that can be met by the institutional network, and specifically how the needs could be addressed by the institutional services proposed by applicant.

Form IX-E

COMMITMENT TO INSTITUTIONAL SERVICES

Describe the specific commitments proposed by applicant to meet the needs described and the public benefits that are expected as a result. In particular, describe the potential long-range benefits in cost savings and/or improvements in effectiveness. The City encourages only commitments that have shown in the utilization plan to be potentially cost-effective.

The commitments described should include:

- facilities, physical and personnel resources;
- marketing, pilot tests, and/or service development efforts, specifically including the service development efforts proposed to encourage use of the service to be offered; and
- application of commitments to each category of service, and each public user group.

Form IX-F

MARKETING PLAN

Describe marketing plans for institutional service including plans for ensuring that the institutional network will eventually become self-supporting.

Form IX-G

RATES AND CHARGES

1. Explain the derivation of the rate structure for the use of various services on the institutional network. Discuss any differences in the rates proposed for public, non-profit, and commercial institutions.

2. Will there be an initial demonstration period in which no charges will be applied for use of the institutional network?

[ ] Yes [ ] No

If "yes," for how long and under what conditions?

Form IX-I

PLAN FOR THE USE OF LOCAL RESOURCES

Applicants are encouraged to consider the use of existing local resources in the development of their plans for institutional network services. A variety of possible arrangements should be considered regarding the use of local institutions and businesses in their plans to develop advanced cable communications services, both as service providers and in terms of research and development. At a minimum, applicants are required to submit detailed information regarding their plans to use local resources, including documentation of any agreements made with local institutions or businesses.

Form X. Municipal Services

Table of Contents

MUNICIPAL NEEDS ASSESSMENT	Form X-A
MUNICIPAL USE OF THE SUBSCRIBER NETWORK	Form X-B
MUNICIPAL USE OF THE HOME INTERACTIVE SERVICES	Form X-C
MUNICIPAL USE OF THE INSTITUTIONAL NETWORK	Form X-D

Municipal Services

The City has placed a high priority on the development of cable communications services which will contribute to the overall efficiency and cost-effectiveness of City and other government services. A Citywide Cable Task Force has been appointed by the Mayor to investigate the applications of cable technology to City government operations and staff activities. This Task Force has prepared a report on the municipal uses of cable television. This report should provide applicants with fundamental information and recommendations regarding the City's use of the cable system.

Applicants are encouraged to supplement this information by conducting their own assessments of the City's communications needs. The City Council has recently adopted a resolution regarding contact between applicants and be followed in conducting needs assessments of City government departments. The needs of other government agencies should also be assessed in this context,

and the City has not adopted any policies regarding applicant communication with other government officials.

Form X-A

MUNICIPAL NEEDS ASSESSMENT

Concisely describe how the communications needs of the City of St. Paul were assessed, including the methodology for collecting and analyzing needs assessment data.

(Please provide samples of survey instruments used, summary of analyses, list of contacted City representatives and other data.)

Form X-B

MUNICIPAL USE OF THE SUBSCRIBER NETWORK

The City is interested in the use of the subscriber network to distribute information to the public, in both alphanumeric and full video formats. Applicants are required to provide a minimum of one upstream and one downstream video channel on the subscriber network for government access. The City encourages applicants to exceed this minimum requirement, and present an overall plan for municipal government use of the subscriber network. This plan should include channel allocations. access to production facilities, staff and financial support required for the City to obtain maximum benefits from the development of cable communications in St. Paul.

Form X-C

MUNICIPAL USE OF THE HOME INTERACTIVE SERVICES

The City is interested in playing a significant role in the development of public service applications of home interactive services, especially those which may affect the functioning of City departments (such as police, fire, emergency medical, water, electric, etc.). Applicants are encouraged to present plans to initiate pilot projects and other activities to involve the City in the cost-effective delivery of these services.

Form X-D

MUNICIPAL USE OF THE INSTITUTIONAL NETWORK

The City expects that significant cost savings can be realized through the municipal use of the institutional network to carry out a variety of communications functions. Applicants are required to provide a minimum of one upstream and one downstream video channel on the institutional network for government access. The City encourages applicants to exceed this minimum requirement, and present an overall plan for municipal government use of the institutional network. The institutional network plan should also include provisions for municipal and other government telecommunications services including voice and data communication.

1. Specify the bandwidth and facilities which will be allocated to municipal and government use, as well as the terms and rates for municipal telecommunications services. The emphasis here should be on cost-effective

applications of institutional network services which will result in cost savings for the City.

2. Describe any provisions for assistance (resources and equipment, financing plans, etc.) to be offered to the City as it develops municipal plans for innovative and potentially cost-saving technologies, such as remote computerized traffic control signals; centralized energy management of municipal buildings; information exchange between City offices and constituents.

XI. Financial Resources and Commitments

Table of Contents

FINANCIAL RESOURCES	Form XI-A
COMMITMENT TO REBUILD EXISTING SYSTEMS	Form XI-B
NEW BUILDING COMMITMENTS	Form XI-C
POTENTIAL BUILDING COMMITMENTS	Form XI-D

Form XI-A

FINANCIAL RESOURCES

Please describe in detail the financing plan for the construction and operation of the proposed City of St. Paul cable communications system. Proof of financial capability shall include the following:

1. Source of financing:
   a. Equity – What is the source and amount of equity capital?
   b. Primary Debt – What is the primary source and amount of debt?

c. Secondary Debt – What is the secondary source and amount of debt?

2. Terms of financing:

a. Amount – Primary $ ___ Period ___

Amount – Secondary $ ___ Period ___

b. Under what conditions is the financing to be made available?

c. What interest rates? ___

d. What collateral is involved? ___

e. Who are the guarantors? ___

f. Are there related agreements made in connection with financing of this project?

g. Are there any limitations on the sale of stock by individual holders in this project? Describe.

h. Are there any buy-out or buy-back stock provisions? Describe.

i. Are there any assignments or intended assignments of stock voting rights? If so, describe.

j. If applicant is (or includes) a multiple system operator, will it agree to countersign the franchise agreement if asked by the City?

k. Is applicant organized as an IRS Subchapter S corporation? If yes, what depreciation rate will be used for tax purposes?

3. Documentation: Supply correspondence that assures applicant's financial viability, such as letters of commitment from financial institutions, which will demonstrate the availability of sufficient funds to complete the construction of the City of St. Paul cable communications system.

If applicant is a multiple system operator, give evidence of the portion of the company's line of credit that is presently uncommitted and will be applied to the construction of the City of St. Paul system.

If local investors are involved, list the amount of equity contribution of each, plus the method by which the contribution is paid (e.g., cash, cash plus credit, services, etc.). Include financial commitment documentation for each investor.

If applicant is a division or a subsidiary of an MSO, provide the proposed debt instrument describing terms of payment.

If capital is to be raised by a parent company, provide report for the parent company.

Form XI-B

COMMITMENT TO REBUILD EXITING SYSTEMS

To be completed by all applicants franchised in other communities.

Miles of committed rebuilding					Committed total capital costs
Rebuilding Plant	Year 1	Year 2	Year 3	Year 4	Year 5
Community Name ( )	Miles				
	Cost				
Community Name ( )	Miles				
	Cost				
Community Name ( )	Miles				
	Cost				
Community Name ( )	Miles				
	Cost				
Community Name ( )	Miles				
	Cost				

Community Name ( )	Miles Cost
Community Name ( )	Miles Cost
Community Name ( )	Miles Cost
Community Name ( )	Miles Cost
Community Name ( )	Miles Cost
Community Name ( )	Miles Cost
Community Name ( )	Miles Cost
Community Name ( )	Miles Cost

Community Name	Miles				
( )	Cost				
Community Name	Miles				
( )	Cost				
TOTALS	Year 1	Year 2	Year 3	Year 4	Year 5
Rebuild Plant-Miles					
Rebuild Plant Cost					

Form XI-C

NEW BUILDING COMMITMENTS

To be completed by all applicant franchise in other communities.

Miles of committed plant	Committed total capital costs				
New Plant*	Year 1	Year 2	Year 3	Year 4	Year 5
Community Name	Miles				
( )	Cost				
Community Name	Miles				
( )	Cost				

Community Name ( )	Miles Cost
Community Name ( )	Miles Cost
Community Name ( )	Miles Cost
Community Name ( )	Miles Cost
Community Name ( )	Miles Cost
Community Name ( )	Miles Cost
Community Name ( )	Miles Cost
Community Name ( )	Miles Cost

Community Name
( )
Miles
Cost

Community Name
( )
Miles
Cost

TOTALS	Year 1	Year 2	Year 3	Year 4	Year 5
New Plant-Miles					
New Plant Cost					

---

* New plant includes the miles of committed plant and construction costs for all recently awarded franchises which may not have started construction and those other franchises where building program is not complete.

Form XI-D

POTENTIAL BUILDING COMMITMENTS – CURRENT FRANCHISE APPLICATIONS

To be completed by all applicants or parent organizations applying for franchises in other communities. If additional space is needed, please reproduce this form.

Community in which franchise sought	Date of Application	Expected Date of Award	Estimated Plant Mileage	Estimated Cost
Community Name				
Community Name				
Community Name				
Community Name				
		Total Estimated Mileage & Cost		

XII. Financial Pro Forma Projections

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SUBSCRIBER AND REVENUE PROJECTIONS Form XII-A

ADDITIONAL REVENUE PROJECTIONS Form XII-B

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SOURCES AND USES OF FUNDS Form XII-E

FINANCIAL PRO FORMA DOCUMENTATION Form XII-F

ANTICIPATED CAPITAL EXPENDITURES Form XII-G

ESTIMATED CONSTRUCTION COSTS Form XII-H

DEPRECIATION SCHEDULE Form XII-I

DEPRECIATION JUSTIFICATION Form XII-J

PAYROLL EXPENSES Form XII-K

EXPENSES – YEARS 3, 5 AND 10 Form XII-L

SERVICES PURCHASED FROM PARENT ORGANIZATION Form XII-M

EXPENSES – SUMMARY Form XII-N

FINANCIAL PRO FORMA PROJECTIONS

A copy of Form XII-A should be completed for each level or type of subscriber service to be offered (e.g., for each service tier, pay service, home-interactive service, or other subscriber service proposed by applicant).

Form XII-B should be completed for any additional revenue sources projected by the applicant (e.g., institutional network data services, local advertising, etc.).

For purposes of the financial pro forma, year one begins on the date of MCCB certification. An average annual inflation rate of 7 per cent shall be used in preparing financial projections.

Form XII-A

SUBSCRIBER AND REVENUE PROJECTIONS

YEAR

	1	2	3	4	5	6	7	8	9	10	11	12	13	14
Households passed by cable														
Average subscribers														
Avg. Additional outlets														
Avg. subscribers/ homes passed by cable														
Revenue per subscriber:														
Service														
Additional outlets														
Installation														
Coverter/terminal rental (if billed separately)														
Other (Describe)														
Additional Revenue:														
Service														
Additional Outlet														
Installation														
Other (Describe)														
TOTAL REVENUE FROM THIS SERVICE														

Form XII-B

ADDITIONAL REVENUE PROJECTIONS*

YEAR

	1	2	3	4	5	6	7	8	9	10	11	12	13	14
Advertising sales														
Channel leasing														
Facilities & equipment rental														
Institutional Network Services														
Video Services														
Data Services														
Voice Services														
Installation														
Terminal/Modem Rental														
Other (Describe)														
Other (Describe)														

* List sources separately by category. Applicants must provide rates and charges (See Section XI) for all projected revenue sources.

Form XII-C

SUBSCRIBER AND REVENUE DOCUMENTATION

1. Using the figures of households provided in "Uniform Data" (Appendix C), explain how the subscriber and penetration figures were obtained. In brief narrative, describe the source of any additional information and basis for projection.

2. Describe the basis for the projection of penetration levels. Were any market surveys conducted? If so, how were they conducted? Please furnish copy of market studies.

3. For each source of revenue projected, describe how the yearly revenue figures were obtained. In particular, explain any assumptions that link gross revenues to the rates and charges presented in Section XI (e.g., implied levels of useage).

Form XII-D

INCOME STATEMENT (in 000's)

	YEAR														
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Revenue*															
less operating expenses															
Operating Income															
less interest															
less depreciation															
Pre-tax income															
less income taxes															
plus lose carry forward applied**															
plus investment tax credit applied**															
Net income after tax															
plus depreciation															
Cash Flow															

* Must agree with totals presented on Form(s) XII-A and Form XII-B.

** If applicable. See Form XII-F.

Form XII-E

SOURCES AND USES OF FUNDS (in 000's)

	YEAR														
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Sources of funds															
Beginning cash bal.															
Equity funds															
Loans															
Revenue															
Total															
Uses of funds															
Capital expenditures															
Operating expenses															
Interst payments															
Income taxes															
Loan repayment															
Dividends															
Total															
Avg. loan balance															
Avg. interest rate															

Form XII-F

FINANCIAL PRO FORMA DOCUMENTATION

1. Present, in brief narrative form, applicant's financial goals. Specifically, include in a discussion financial targets for operating income, pre-tax income, and desired return. If Internal Rate of Return (IRR) or Return on Investment (ROI) methods have been used in analyzing this investment and setting financial goals, what is the bsis for rate of return? How was the rate of return calculated? On what investment base? If the discounted cash flow method was used, what items were considered as cash out-flows, in-flows? What residual value was assumed for the system at the end of the franchise period? What cost of capital was used in calculating the net present value? If alternative methods of analysis and goal-setting were employed, please describe them.

2. Please describe how income taxes were computed. Will federal income taxes be consolidated with a parent company? If not, explain treatment of loss carry-forwards and investment tax credits.

Form XII-G

ANTICIPATED CAPITAL EXPENDITURES (in $000's)

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Antenna(s) & tower(s)															
Microwave															
Headend and hubs															
Distribution															
–Aerial															
–Underground															
–Pole arrangments															
Drops & converters: equipment on customer's premises (including capitalized labor)															
Buildings															
–Headend															
–Studio															
–Offices															

NOTE: Include projected replacement capitalization where applicable. Year 1 begins on MCCB

Form XII-G
(cont'd)

ANTICIPATED CAPITAL EXPENDITURES (in $000's)

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Leasehold improvements, furniture, fixtures															
Program origination*															
–Remote mobiles															
–Studios															
–Equipment															

* Must be consistent with totals on Form VI-H, Commitment to Local Origination and Access Programming.

NOTE: Include projected replacement capitalization where applicable. Year 1 begins on MCCB certification.

Form XI-G
(cont'd)

ANTICIPATED CAPITAL EXPENDITURES (in $000's)

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Land															
Test equipment, tools, spare parts & inventory															
Vehicles															
Pre-operating															
Engineering															
Pay-cable related equipment															
Capitalized overhead**															
Institutional network***															
Other****															
TOTAL															

** Discuss and describe the method(s) used in determining capitalized overhead applicable to the system.

*** Must be consistent with total on Form XII-G, Institutional Network Detail.

**** Describe other capital expenditures.

NOTE: Include projected replacement capitalization where applicable. Year 1 begins on MCCB certification.

Form XII-G
(Cont'd)

ANTICIPATED CAPITAL EXPENDITURES (in $000's)
INSTITUTIONAL NETWORK DETAIL

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Antenna(s) & tower(s)															
Microwave															
Headend and hubs															
Distribution															
–Aerial															
–Underground															
–Pole arrangements															
Equipment on customer's premises (including capitalized labor)															
–Drops															
–Converters															
–Modulators															
–Other terminal equipment*															
–Other*															

* Describe other capital expenditures.

NOTE: Include projected replacement capitalization where applicable. Year 1 begins on MCCB certification.

Form XII-G
(cont'd)

ANTICIPATED CAPITAL EXPENDITURES (in $000's)
INSTITUTIONAL NETWORK DETAIL

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Buildings															
–Headend															
–Studio															
–Offices															
Leasehold improvements, furniture, fixtures															
Program origination															
–Remote mobiles															
–Studios															
–Equipment															
Land															
Test equipment, tools, spare parts & inventory															
Vehicles															
Pre-operating															
Engineering															
Capitalized overhead**															
Other***															
TOTAL															

** Discuss and describe the method(s) used in determining capitalized overhead applicable to the system.

*** Describe other capital expenditures.

NOTE: Include projected replacement capitalization where applicable. Year 1 begins on MCCB.

Form XII-H

ESTIMATED CONSTRUCTION COSTS

Item	Aerial	Underground
Distribution Cost Per Mile		
Make Ready	$_____	$_____
Engineering	$_____	$_____
Labor	$_____	$_____
Hardware & Strand	$_____	$_____
Cable	$_____	$_____
Electronics	$_____	$_____
Other	$_____	$_____
Total Cost Per Mile	$_____	$_____
Cost Per Drop – Subscriber Network Drops		
Drop Material	$_____	$_____
Labor	$_____	$_____
Converter	$_____	$_____
Total Cost Per Drop	$_____	$_____
Cost Per Drop – Institutional Network Drops		
Drop Material	$_____	$_____
Labor	$_____	$_____
Terminal Equipment	$_____	$_____
Total Cost Per Drop	$_____	$_____

Please describe the assumptions used in deriving average aerial and underground construction estimates.

If more than one type of converter will be used for subscriber drops, please provide estimates of converter cost and percentage of subscribers for each converter type.

Please detail assumptions regarding terminal equipment, cost and percentage of users for each type of terminal equipment projected.

Form XII-I

DEPRECIATION SCHEDULE (in $000's)

YEAR

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Antenna(s) & tower(s)															
Microwave															
Headend and hubs															
Distribution															
-Aerial															
-Underground															
-Pole arrangements															
Drops															
Converters															
Buildings															
-Headend															
-Studios															
-Offices															
Leasehold improvements															
Origination equipment															
-Remote mobiles															
-Studios															
-Equipment															

Form XII-I
(cont'd)

	YEAR														
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Test equipment, tools, & spare parts															
Vehicles															
Pre-operating															
Engineering															
Pay-cable related equipment															
Capitalized overhead															
Institutional network*															
Other (detail)															
TOTAL															

* Must be consistent with totals shown on Form XII-I, Institutional Network Detail.

Form XII-I

DEPRECIATION SCHEDULE (in $000's)
INSTITUTIONAL NETWORK DETAIL

	YEAR														
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Antenna(s) & tower(s)															
Microwave															
Headend and hubs															
Distribution															
-Aerial															
-Underground															
-Pole arrangements															
Drops															
Converters															
Buildings															
-Headend															
-Studios															
-Offices															
Leasehold improvements															
Origination equipment															
-Remote mobiles															
-Studios															
-Equipment															

Form XII-I
(Cont'd)

DEPRECIATION SCHEDULE (in $000's)

	YEAR														
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Test Equipment, tools, & spare parts															
Vehicles															
Pre-operating															
Engineering															
Capitalized overhead															
Other (detail)															
TOTAL															

* Must be consistent with totals shown on form XII-I, Institutional Network Detail.

Form XII-J

DEPRECIATION JUSTIFICATION SHEET

	Item	Depreciation Life (Years)
1.	Antenna(s) & Towers	
2.	Microwave	
3.	Headend	
4.	Earth Station	
5.	Distribution	
	a. Aerial	
	b. Underground	
	c. Pole arrangement	
6.	Drops	
7.	Converters	
8.	Buildings	
	a. Headends	
	b. Studio	
	c. Offices	
9.	Leasehold improvements, furniture, Fixtures	
10.	Origination equipment	
11.	Test equipment, tools, spare parts, and inventory	
12.	Vehicles	
13.	Pre-operating	
14.	Engineering	

15.	Pay cable converters (and related equipment)	_____
16.	Capitalized payroll	_____
17.	Other (detail)	_____

Form XII-J

DEPRECIATION JUSTIFICATION SHEET
INSTITUTIONAL NETWORK DETAIL

	Item	Depreciation Life (Years)
1.	Antenna(s) & Towers	_____
2.	Microwave	_____
3.	Headend	_____
4.	Earth Station	_____
5.	Distribution	
	a. Aerial	_____
	b. Underground	_____
	c. Pole arrangement	_____
6.	Drops	_____
7.	Subscriber premises equipment	_____
	a. Converters	_____
	b. Other terminal equipment	_____
8.	Buildings	_____
	a. Headends	_____
	b. Studio	_____
	c. Offices	_____

9.	Leasehold improvements, furniture, Fixtures	_____
10.	Origination equipment	_____
11.	Test equipment, tools, spare parts, and inventory	_____
12.	Vehicles	_____
13.	Pre-operating	_____
14.	Engineering	_____
15.	Capitalized payroll	_____
16.	Other (detail)	_____

Form XII-K

PAYROLL EXPENSE

Under each category below, specify actual titles of anticipated personnel (e.g., system manager under General & Administrative; access coordinator under Origination; etc.). In the parentheses ( ), indicate the equivalent number of full-time employees for each category for Years 1, 3, and 5 (e.g., an entry might appear as $97,500 (7)–indicating seven employees receiving a total of $97,500 in that particular year).

ANNUAL SALARIES AND WAGES (in $000s)

Category	Year 3	Year 5	Year 10
A. Plant			
1.	( )	( )	( )
2.	( )	( )	( )
3.	( )	( )	( )
4.	( )	( )	( )
5.	( )	( )	( )
6.	( )	( )	( )
7.	( )	( )	( )
8.	( )	( )	( )
9.	( )	( )	( )
10.	( )	( )	( )
B. Origination			
1.	( )	( )	( )
2.	( )	( )	( )
3.	( )	( )	( )
4.	( )	( )	( )
5._____	( )	( )	( )
6.	( )	( )	( )
7.	( )	( )	( )
8.	( )	( )	( )
9.	( )	( )	( )
10.	( )	( )	( )

C. General & Administrative			
1.	( )	( )	( )
2.	( )	( )	( )
3.	( )	( )	( )
4.	( )	( )	( )
5.	( )	( )	( )
6.	( )	( )	( )
7.	( )	( )	( )
8.	( )	( )	( )
9.	( )	( )	( )
10.	( )	( )	( )
D. Other			
1.	( )	( )	( )
2.	( )	( )	( )

NOTE: Year 1 begins on MCCB certification.

Form XIII-L

EXPENSES – YEARS 3, 5 AND 10 DETAILED PROJECTIONS

Category	Year 3	Year 5	Year 10
A. Plant:			
1. Salaries			
a. Overtime			
2. Employee Benefits			
3. Maintenance (General)			
4. Converter Maintenance			
5. Other Terminal Maintenance			
6. Pole & Site Rentals			
7. Power			
8. Vehicle Expense			
9. Rent			
10. Payroll and Expenses Capitalized			
11. Other*			
TOTAL PLANT			

Please describe all assumptions made to develop operating expenses such as power cost per mile, number of subscribers per general and administrative clerk or technician, leasing cost per vehicle, etc.

* For all "Others" categories of a particular total operating cost, specify the individual components that make up the "other" category and document these expenses.

Form XII-L
(Cont'd)

Category	Year 3	Year 5	Year 10
B. Origination Expenses:			
1. Salaries			
2. Overtime			
3. Benefits			
4. Rent			
5. Maintenance			
6. Vehicle Expenses			
7. Common Carrier (Terrestial)			
8. Local Program Materials			
a. Tape Stock			
b. Film			
c. Misc. Supplies			
9. Satellite Signals+			
a. Independents			
b. Other			
c. Pay Cable			
10. Stand-alone Program Material			
a. Film Service			
b. Other Nonautomated			
c. Automated Programming			

11. Promotion (LO & Access)	_____	_____	_____
12. Other Miscellaneous++	_____	_____	_____

_____

+ List all signals imported and their corresponding annual cost (i.e. WTBS–$___, MSG–$___, UPI–$___).

++ List separately.

Form XII-L
(Cont'd)

Category	Year 3	Year 5	Year 10
C. General, Selling & Administrative Expenses:			
1. Salaries	_____	_____	_____
a. Overtime	_____	_____	_____
2. Benefits	_____	_____	_____
3. Light, Heat & Power	_____	_____	_____
4. Vehicle Expenses	_____	_____	_____
5. Rent	_____	_____	_____
6. Travel & Entertainment	_____	_____	_____
7. Contributions	_____	_____	_____
8. Professional Services	_____	_____	_____
9. Stationary & Supplies	_____	_____	_____
10. Postage & Freight	_____	_____	_____
11. Advertising & Promotion	_____	_____	_____
12. Telephone & Telegraph	_____	_____	_____
13. Sundry Office Expenses	_____	_____	_____

14. Insurance	_____	_____	_____
15. Bad Debt Accounts	_____	_____	_____
16. Start-up Expenses	_____	_____	_____
17. State & Local Taxes	_____	_____	_____
18. Franchise Fees	_____	_____	_____
19. License & Permit Fees (Local)	_____	_____	_____
20. Copyright Payments	_____	_____	_____
21. Service purchased from parent company*	_____	_____	_____
22. Payroll & expenses capitalized	_____	_____	_____
22. Other**	_____	_____	_____

_____

* If applicable, fill in Form XII-M in complete detail.

** For all "other" categories of a particular total operating cost, specify the individual components that make up the "other" category and document these expenses.

NOTE: Year 1 begins on MCCB certification.

Form XII-M

SERVICES PURCHASED FROM PARENT ORGANIZATION
(if applicable)

[Note: if the applicant owns more than one cable system, describe the basis to be used for allocating corporate overhead. For example, perhaps all overhead pool costs are allocated to systems on the basis of a ratio of system subscribers to total company subscribers. From current experience, show total amount of corporate overhead to be shared by all systems.] (Use additional sheets if necessary.)

YEAR

	Preoperating	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Management Services																
Legal																
Accounting																
Customer Billing																
Programming																
Other (Please Detail)																
TOTAL																

Form XII-N

EXPENSES–SUMMARY (in 000s)

YEAR

	Preoperating	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Plant																
Technical Salaries and Benefits																
Other																
Subtotal																

Origination
Program Production Salaries & Benefits
Other
Subtotal
GS&A
Salaries & Benefits
Other
Subtotal
TOTAL

Note: Year 1 begins on MCCB certification.

Form XII-M

SERVICES PURCHASED FROM PARENT ORGANIZATION
(if applicable)

[Note: if the applicant owns more than one cable system, describe the basis to be used for allocating corporate overhead. For example, perhaps all overhead pool costs are allocated to systems on the basis of a ratio of system subscribers to total company subscribers. From current experience, show total amount of corporate overhead to be shared by all systems.] (Use additional sheets if necessary.)

Note: Year 1 begins on MCCB certification.

YEAR

	Preoperating	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Management Services																
Legal																
Accounting																
Customer Billing																
Programming																
Other (Please Detail)																
TOTAL																

XIII. Proposed Rates

Table of Contents

PERIOD OF RATE STABILITY	Form XIII-A
RATES–BASIC SERVICE	Form XIII-B
RATES–PAY SERVICE	Form XIII-C
RATES–HOME INTERACTIVE SERVICE	Form XIII-D
RATES–STUDIO AND EQUIPMENT USAGE	Form XIII-E
RATES–INSTITUTIONAL NETWORK SERVICE	Form XIII-F
RATES–OTHER	Form XIII-G

Form XIII-A

PERIOD OF RATE STABILITY

Does applicant guarantee that no changes in any rates will be made until after two years from the date of initially providing cable communications service or when company has completed the first and second years of system construction, whichever is longer? [ ] Yes [ ] No

(BA TO CHANGE)

_____

(Authorized Signature)

If other, please state.

Explain the factor or indicator that might be used in reaching a decision to increase rates for any of the proposed services.

Form XIII-B

RATES - BASIC SERVICE

Rate Schedule: Consideration will be given to applicants with the most reasonable installation and subscriber rate schedule that is at the same time justified in the financial pro forma statements by use of realistic levels of penetration.

List below the initial installation charges and rates for basic services. If more than one tier or service is offered, use a separate sheet for each tier. Explain clearly any combination of basic services provided in each level of basic service (e.g., level 2 includes level 1, etc.)

Note any deposits required, explaining amount, purpose and terms and conditions of such deposits.

Indicate any conditions under which any of the charges described below may be waived or discounted.

Describe any projected rate increases, detailing the factors you considered in planning these increases.

TIER IDENTIFICATION	INSTALLATION CHARGE	MONTHLY RATE
Residential		
First TV Outlet		
Additional TV Outlets, each		
FM (with TV)		
FM (separate)		
Converter* (Deposit $___)**		
Relocation		
Reconnection		
Apartment – Bulk Rate (Describe conditions)		
Commercial		
Government and Educational Facilities		

* Complete if billed separately; describe terms and conditions if lease or purchase options are proposed.

** If deposit is required for converter, state amount and describe conditions relating to ownership, use, repair and replacement.

Form XIII-C

RATES – PAY SERVICE

Detail proposed rates that will be charged for pay cable services. Include charge, if any, for lock-out devices and equipment installation. Indicate whether charges are monthly or assessed on a one-time basis. Also indicate whether charges are on a per-household or per-installation basis. Note any conditions under which any of the charges described may be waived or discounted. Note any difference in rates or service availability that depend upon a subscriber's level of basic service or type of converter.

Form XIII-D

RATES – HOME INTERACTIVE SERVICE

List below proposed rate schedule of home interactive services, indicating type of service, installation, monthly and/or usage rates, unites of charge, and converter/terminal charges for any home interactive services projected on Form X-A. Note any conditions under which any of the charges describe may be waived or discounted.

Form XIII-E

RATES – STUDIO AND EQUIPMENT USAGE

Describe studio and equipment usage rates for commercial and noncommercial users. Include rates for such services as studio production time, remote production time, supervision and instruction, system playback costs,

and editing costs. Note any conditions under which any of the charges described may be waived or discounted.

Form XIII-F

RATES – INSTITUTIONAL NETWORK SERVICE

List below any proposed rate schedule for institutional network including:

a. commercial and noncommercial rates for video, voice and data uses;

b. installation charges;

c. rates for terminal equipment including installation, use, deposits, etc.; and

d. any other rates relating to the institutional networks.

Note any conditions under which any of the charges described may be waived or discounted.

Form XIII-G

RATES – OTHER

Channel Leasing Rates: Please describe the proposed policy for channel leasing. Detail terms and conditions as well as charges for commercial and noncommercial users.

Advertising: Describe all proposed advertising policies and rates.

Other Rates or Policies Not Mentioned Above: Describe rates and/or any charges for any other revenue sources listed on Form XII-B.

XIV. Construction and Service Schedule

Table of Contents

CONSTRUCTION SCHEDULE AND LINE EXTENSIONS	Form XIV-A
CONSTRUCTION SCHEDULE BY AREA	Form XIV-B
CONSTRUCTION SCHEDULE BY MILEAGE: SUBSCRIBER NETWORK	Form XIV-C
CONSTRUCTION SCHEDULE BY MILEAGE: INSTITUTIONAL NETWORK	Form XIV-D
UNDERGROUNDING POLICY	Form XIV-E
CONSTRUCTION PRACTICES	FORM XIV-F

Form XIV-A

CONSTRUCTION SCHEDULE AND LINE EXTENSIONS

Attach an overlay to the map provided indicating the boundaries of the service area to be constructed in each year of construction.* Also state your policy regarding the installation of service drops over 200 feet in length.

NOTE: Year 1 begins with State certification of the franchise.

Form XIV-B

CONSTRUCTION SCHEDULE BY AREA
(SUBSCRIBER NETWORK ONLY)

Referencing the uniform housing data provided by the City, show the proposed schedule of system construction by planning districts.

Year	Planning District Numbers
1	
2	
3	
4	

NOTE: Year 1 begins with State certification of the franchise.

Form XIV-C

CONSTRUCTION SCHEDULE BY MILEAGE
(Subscriber Network Only)

Category	Year 1	Year 2	Year 3	Year 4
a. Aerial plant miles	_____	_____	_____	_____
b. Underground plant miles with conduit	_____	_____	_____	_____
c. Underground plant miles w/o conduit	_____	_____	_____	_____
d. Total plant miles (for year specified)	_____	_____	_____	_____
e. Cumulative plant miles completed (inception to date)	_____	_____	_____	_____
f. Cumulative percentage completed (inception to date)	_____	_____	_____	_____

Total construction period: ___ months from date of franchise grant.

NOTE: Year 1 begins with State certification of the franchise.

Form XIV-D

CONSTRUCTION SCHEDULE BY MILEAGE
(INSTITUTIONAL NETWORK ONLY)

Category	Year 1	Year 2	Year 3	Year 4
a. Aerial plant miles	_____	_____	_____	_____
b. Underground plant miles with conduit	_____	_____	_____	_____
c. Underground plant miles w/o conduit	_____	_____	_____	_____
d. Total plant miles (for year specified)	_____	_____	_____	_____
e. Cumulative plant miles completed (inception to date)	_____	_____	_____	_____
f. Cumulative percentage completed (inception to date)	_____	_____	_____	_____

Total construction period: ___ months from date of franchise grant.

NOTE: Year 1 begins with State certification of the franchise.

From XIV-E

UNDERGROUNDING POLICY

Describe the policy proposed for undergrounding cable when required by the franchising ordinance, including cost-sharing with other utilities and proposed arrangements with residential developers.

Indicate whether any undergrounding with occur where utilities are not undergrounded. Indicate criteria for determining whether underground cable with require conduit, or can be buried directly.

Form XIV-F

CONSTRUCTION PRACTICES

1. System Construction

   a. Will construction by undertaken by turnkey contractor? ( ) Yes ( ) No

   b. If "yes":

      (1) Has turnkey contractor been selected? ( ) Yes ( ) No

      (2) Who is turnkey contractor?

2. Discuss availability of work crews and equipment to ensure compliance with construction schedule. Detail outstanding agreements with construction companies or equipment suppliers. Supply copies of any commitments regarding this particular project.

3. Discuss proposed construction standards dealing with safety and reliability. List construction codes which will be followed.

4. List of discuss standards to be followed regarding tower construction, marking and lighting.

5. Do you have a manual of construction practices to be followed by construction crews? ( ) Yes ( ) No

   If "yes," attach a copy of the manual as an appendix to official record copy of this application. Applicants will be required to make additional copies of the manual available upon City request.

---

*It is expected that the franchisee will submit a copy of the turnkey draft contract to the City prior to execution.

XV. System Design

Table of Contents

PROPOSED SYSTEM DESIGN – SUMMARY	Form XV-A
DISTRIBUTION SYSTEM	From XV-B
HEADEND DESIGN AND SIGNAL SOURCES	From XV-C
SYSTEM INTERCONNECTION	Form XV-D
SERVICE LEVEL SEPARATION	Form XV-E
REGIONAL INTERCONNECT	From XV-F
HOME INTERACTIVE SERVICES	Form XV-G
HOME SECURITY SERVICE	Form XV-H
STATUS MONITORING	Form XV-I
EMERGENCY ALERT SYSTEM	From XV-J
CHANNEL CAPACITY TO & FROM SUBSCRIBERS (SUBSCRIBER NETWORK)	Form XV-K
INSTITUTIONAL NETWORK DESIGN	Form XV-L
EXPANSION CAPABILITY	Form XV-M
TECHNICAL STANDARDS	Form XV-N
SYSTEM MAP AND BLOCK DIAGRAM	Form XV-O

Form XV-A

PROPOSED SYSTEM DESIGN - SUMMARY

Strand Miles

a. Mileage

(1) Subscriber Network - basic subscriber system
Conform to totals on From XIII-C) _____
(a) Single cable? [ ]

or

(b) dual cable? [ ]

(2) Institutional Network
(if separate institutional cable) _____

(3) Other (explain) _____

b. Design Type

Briefly describe the type of layout that will be used to provide to the franchise area. (EXAMPLE: "hub system linked by AML, radial trunk layout using a remote headend interconnected by super trunk, dual-trunk, dual-feeder and separate institutional network, each using 400MHz equipment.") Indicate any use of fiber optics in the system.

Form XV-B

DISTRIBUTION SYSTEM

1. Describe distribution system, cable and equipment. Give manufacturer, type and model number for the following.*

   PLEASE NOTE: If any equipment proposed from use (in this or other sections of Form XV) is not presently available for purchase, this fact must be indicated (e.g., converters in development but not yet available).

Cable:

Aerial

Buried

Drop

Active Electronics:

Trunk Amplifiers

Bridging Stations

Line Extenders

Power Supplies

Standby Power Supplies
Distribution System
Institutional System
Alarm System

Converters

Addressable Taps

Other

Passive Electronics:

Splitters

Power Combiner

Subscriber Taps

Connectors

Other

2. What will be the longest amplifier cascade in the proposed system?

Number of amplifiers: _____
Number of miles: _____
Type of cable: _____

---

*It will be presumed that equipment described or its equivalent will be used in actual construction. As an alternative, applicant may provide detailed specifications for such equipment.

Form XV-C

HEADEND DESIGN AND SIGNAL SOURCES

1. Describe headend design and reception facilities (including make and model numbers of antennas, signal processor, modulators, demodulators and FM processors).* Indicate whether signal studies or measurement programs have been undertaken in selecting the proposed site(s).

a. Will HRC or IRC channelization be used?
[ ] HRC [ ] IRC [ ] No

b. Will common video synchronization be used?
[ ] Yes [ ] No

c. Will individual FM radio signal processing be used?
[ ] Yes [ ] No

2. Describe plans to operate or contract for transmission services using the following bands.

   a. Common Carrier

   b. Cable Television Relay Service (CTRS)

   c. Multipoint Distribution Service (MDS)

   d. Other

3. Describe plans to operate or contract for any satellite earth station(s) including appropriate technical specifications (e.g., size of antenna; manufacturer of antenna; low-noise amplifier make, model number and noise figure; receiver make and model number; standby power; etc.).*

   a. Has frequency coordination study been performed? [ ] Yes [ ] No
   b. Have on-site measurements been made? If "yes," to (a) and/or (b), attach copy(s) as an appendix to this application. [ ] Yes [ ] No
   c. Will earth stations be protected by FCC license? [ ] Yes [ ] No

4. Describe plans for standby power at the headend, hubs and satellite terminal. Give make and model of equipment, as well as time capacity. Indicate whether environmental system(s) (i.e., air conditioning and lighting) are to be powered during standby conditions.*

5. Describe the equipment to be used for programming any automated channels, including make and model numbers.*

---

*It will be presumed that equipment described or its equivalent will be used in actual construction. As an alternative, applicant may provide detailed specifications for such equipment.

Form XV-D

SYSTEM INTERCONNECTION

1. Interconnection between headend and hubs:

Microwave

(a) Describe the type of microwave* and indicate whether spectrum availabities have been determined to support the use of this equipment.

(b) Number of channels:
Downstream ___ Upstream ___

(c) Frequency spectrum: ___MHz

(d) Estimated power: _____
Cable

(a) Describe the size and type of trunk cable (list make and model number).*

(b) List interconnection equipment (amplifiers, etc.), giving modulation technique to be used.

(c) Frequency spectrum:
Downstream ___ channels ___ -MHz

Upstream ___ channels ___ -MHz

(d) Initial activation:

Downstream ___ channels ___ -MHz

Upstream ___ channels ___ -MHz

Other

Describe any other interconnection mechanisms intended to provide either improved performance or better operational flexibility.

---

*It will be presumed that equipment described or its equivalent will be used in actual construction. As an alternative, applicant may provide detailed specifications for such equipment.

Form XV-E

SERVICE LEVEL SEPARATION

1. Will converters be initially provided to all subscribers, for all tiers of basic service?

   [ ] Yes [ ] No

   If "no," explain under what condition converters will be made available.

2. Pay Cable Isolation

   Describe design specifications for the delivery of pay cable television, including methods of security (e.g., negative or positive traps, sync suppression, addressable converters, etc.)

3. Tier Isolation

   If more than one basic service tier is to be provided, describe how lower tier subscribers will be isolated from receiving upper tier programming.

Form XV-F

REGIONAL INTERCONNECTION

Describe plans for interconnection with other broadband telecommunications systems. Include technical plans for interconnection, detailing how the applicant will ensure compatibility with other systems along with details about budgets and channels that will be allocated for interconnection. Indicate any existing agreements that bear on the matter of regional interconnection. Applicants are encouraged to review channel allocations of systems that are adjacent to St. Paul and to place access and other channels in the same locations as on these adjacent systems to facilitate interconnection. Applicants should be familiar with Minnesota Cable Communications Board rules relating to areawide interconnection requirements (4 MCAR Chapter 12 § 4.166 through 4.190).

Form XV-G

HOME INTERACTIVE SERVICES

Describe any headend electronic and/or subscriber terminal equipment* that will be initially installed or offered for immediate installation which will support pay-per-view, energy management, text display, polling or other sophisticated home interactive services. Indicate firm dates for the introduction of any services that are described but which are not to be initially available. Itemize any arrangements made or agreements reached that bear directly on the programming sources and/or data bases/software needed in connection with the optional services described in this section of the application.

The technical plan that you present for home interactive services should complement the development presented in Section VII.

---

*It will be presumed that equipment described or its equivalent will be used in actual construction. As an alternative, applicant may provide detailed specifications for such equipment.

Form XV-H

HOME SECURITY SERVICE

1. If proposed, describe home security service to be installed include make and model numbers).*

2. Will this service be immediately available as each portion of the cable network is activated?

   [ ] Yes [ ] No

   If not, when and on what basis will such service be made available?

3. Will a separate staff be provided to operate the alarm service or will cable service personnel be shared among the operating divisions? Will contract employees be used? Explain.

---

*It will be presumed that equipment described or its equivalent will be used in actual construction. As an alternative, applicant may provide detailed specifications for such equipment.

Form XV-I

STATUS MONITORING

Is status monitoring of system to be employed?

[ ] Yes [ ] No

If "yes," describe, in detail, the status-monitoring system you plan to use.*

---

*It will be presumed that equipment described or its equivalent will be used in actual construction. As an alternative, applicant may provide detailed specifications for such equipment.

Form XV-J

EMERGENCY ALERT SYSTEM

Describe proposed Emergency Alert System including make and model numbers of equipment. Indicate whether system will override all audio and video channels or only audio channels.* Also indicate how the system will be activated and from where.

---

*It will be presumed that equipment described or its equivalent will be used in actual construction. As an alternative, applicant may provide detailed specifications for such equipment.

Form XV-K

CHANNEL CAPACITY TO AND FROM SUBSCRIBERS (SUBSCRIBER NETWORK)*

1. Downstream:
   - (a) Frequency spectrum** ___-MHz
   - (b) Channel capacity ___
   - (c) Channel capacity initially activated ___
2. Upstream:
   - (a) Frequency spectrum** ___-MHz
   - (b) Channel capacity ___
   - (c) Will upstream be initially activated from all subscribers? ___
3. If "no," indicate *when, under what circumstances,* and *how* future capacity will be provided.
   - (a) When and under what circumstances?
   - (b) How?

4. If "yes," please explain. Discuss the channelization scheme proposed for upstream traffic. Also, discuss any provisions made to circumvent unwanted signal ingress ("noise") in the upstream path.

5. Discuss the capacities proposed for both upstream and downstream use in terms of projected service demand. Specifically, does the proposed allocation make adequate allowance for both current downstream demand and potential future upstream demand? How do the allocations relate to the home interactive services proposed by the applicant?

6. Attach a summary spectrum utilization chart for each activated subscriber cable in the proposed system.

---

*It will be presumed that equipment described or its equivalent will be used in actual construction. As an alternative, applicant may provide detailed specifications for such equipment.

**Discuss frequency spectrum and channel capacity, noting in particular any technical barriers that might result in a useable channel capacity below that cited in (b).

Form XV-L

INSTITUTIONAL NETWORK DESIGN

1. Is a separate institutional cable to be constructed or will institutional channels be carried in some other way? Explain. Discuss the advantages of the method that you propose.

2. Channel capacity to and from institutions (Institutional Network).

   Downstream:

   (a) Frequency spectrum ___-MHz

   (b) Channel capacity ___

   (c) Number of channels to be initially activated? ___

Upstream:

(a) Frequency spectrum (per cable) ___-MHz

(b) Channel capacity ___

(c) Channel capacity to be initially activated? ___

3. Attach a summary spectrum utilization chart for each activated institutional cable in the proposed system.

4. Describe, in detail, when, under what circumstances, and how capacity will be provided to institutions. In particular, address the following areas:

- Headend and hub equipment to be installed initially for institutional services. Indicate specifically how video, voice and data communications services will be provided.
- User-premises equipment that will be available initially. Indicate the proposed policy for providing and maintaining specialized terminal and interface equipment.
- Additional equipment that will be installed on a modular basis in the future to increase the range of institutional services.
- Any technical features that ensure information privacy and security.
- Method of providing user access to the Institutional Network, for both transmission and reception capability.
- The plan for network construction and activation including descriptive and explanatory references to any "shadow cable" that is proposed for the institutional network. Will the institutional network trunk routing follow that of the subscriber network?

The technical plan presented for the institutional network should complement the development plan presented in Section VIII.

---

*Discuss frequency spectrum and channel capacity, noting in particular any technical barriers that might result in a useable channel capacity below that cited in (b).

Form XV-M

EXPANSION CAPABILITY

Discuss expansion capability of the subscriber and institutional networks with regard to both the short-term and the long-term, including specific references to the degree of flexibility for adapting the proposed system to increasing or changing capacity requirements.

Form XV-N

TECHNICAL STANDARDS

List the key system technical performance standards which will be met by the proposed cable television system. Include at least carrier-to-noise ratio, composite triple beat and cross modulation specifications. Provide calculations supporting these specifications associated with the following transmission paths.

- Worst-case satellite received signal to furthest subscriber, including distribution system and super trunk effects.
- Worst-case off-air signal to furthest subscriber, including distribution system and super trunk effects.

- Worst-case furthest institutional originator to furthest subscriber, including upstream path, distribution system and longest super trunk effects.

All calculations should be related to full loading of unmodulated television signals. Any enhancements such as HRC channelization, synchronous carriers or FM video modulation must be separately stated and dB improvements individually listed. Also provide substantiation for the cascade numbers used in your calculations.

The applicant certifies and guarantees that these freely offered technical standards that exceed the minimum requirements of FCC are within the financial capability of the proposed system as demonstrated on the pro forma statements and will be delivered to the City of St. Paul cable television system.

Signed: _____

Title: _____

Form XV-O

SYSTEM MAP AND BLOCK DIAGRAM

Attach a map indicating estimated locations of headend, tower and antenna, hubs, studio, microwave facilities and earth station(s), as well as the routing of major trunks.

Attach a headend block diagram showing all major components. Provide separate illustrations for master headend, slave headends, hubs, etc., as may be needed to describe the facilities to be provided.

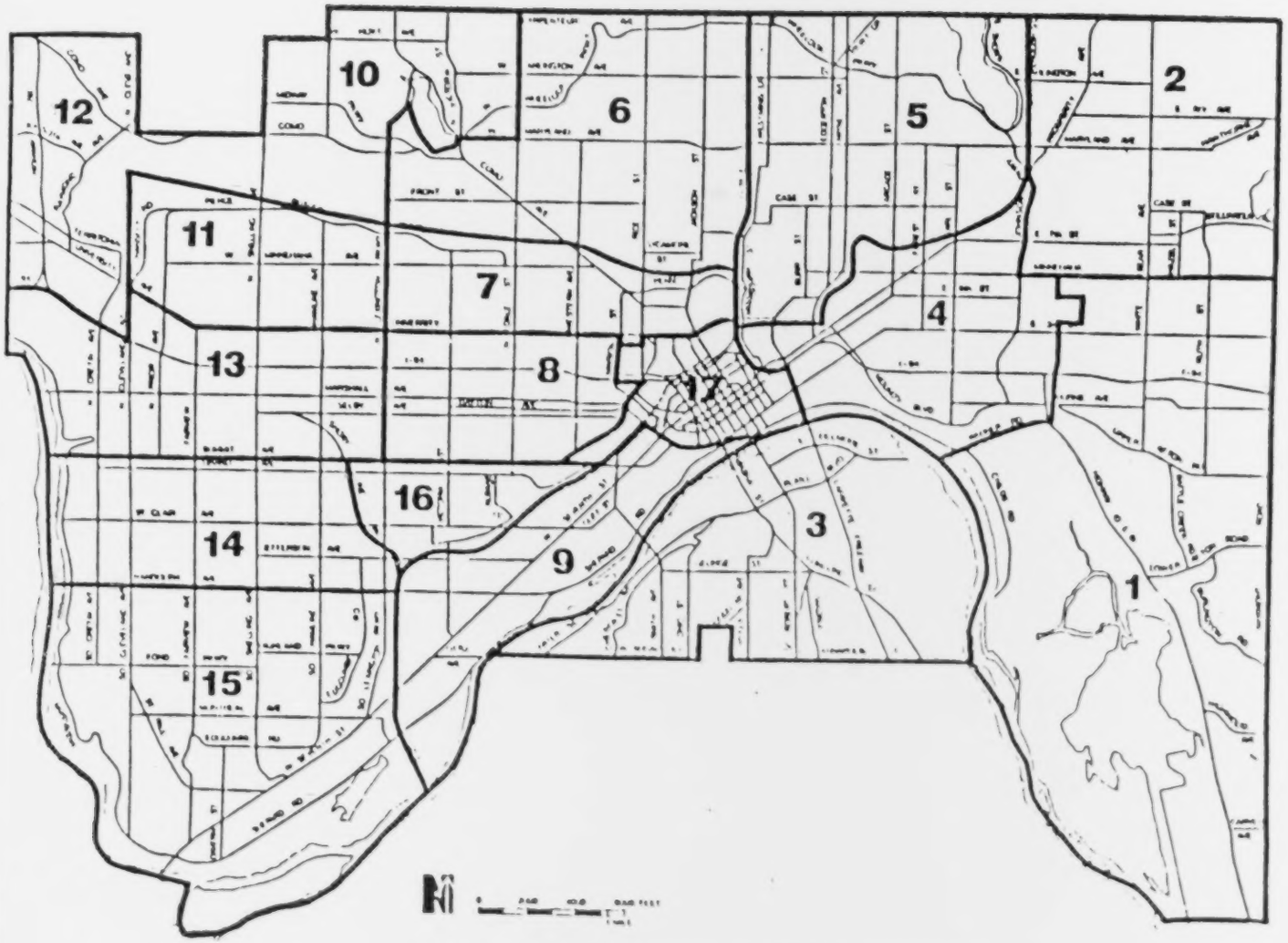
Form XV-P

MISCELLANEOUS

Please briefly summarize any elements of the proposal which have not been adequately covered in other parts of the application forms.

APPENDIX A

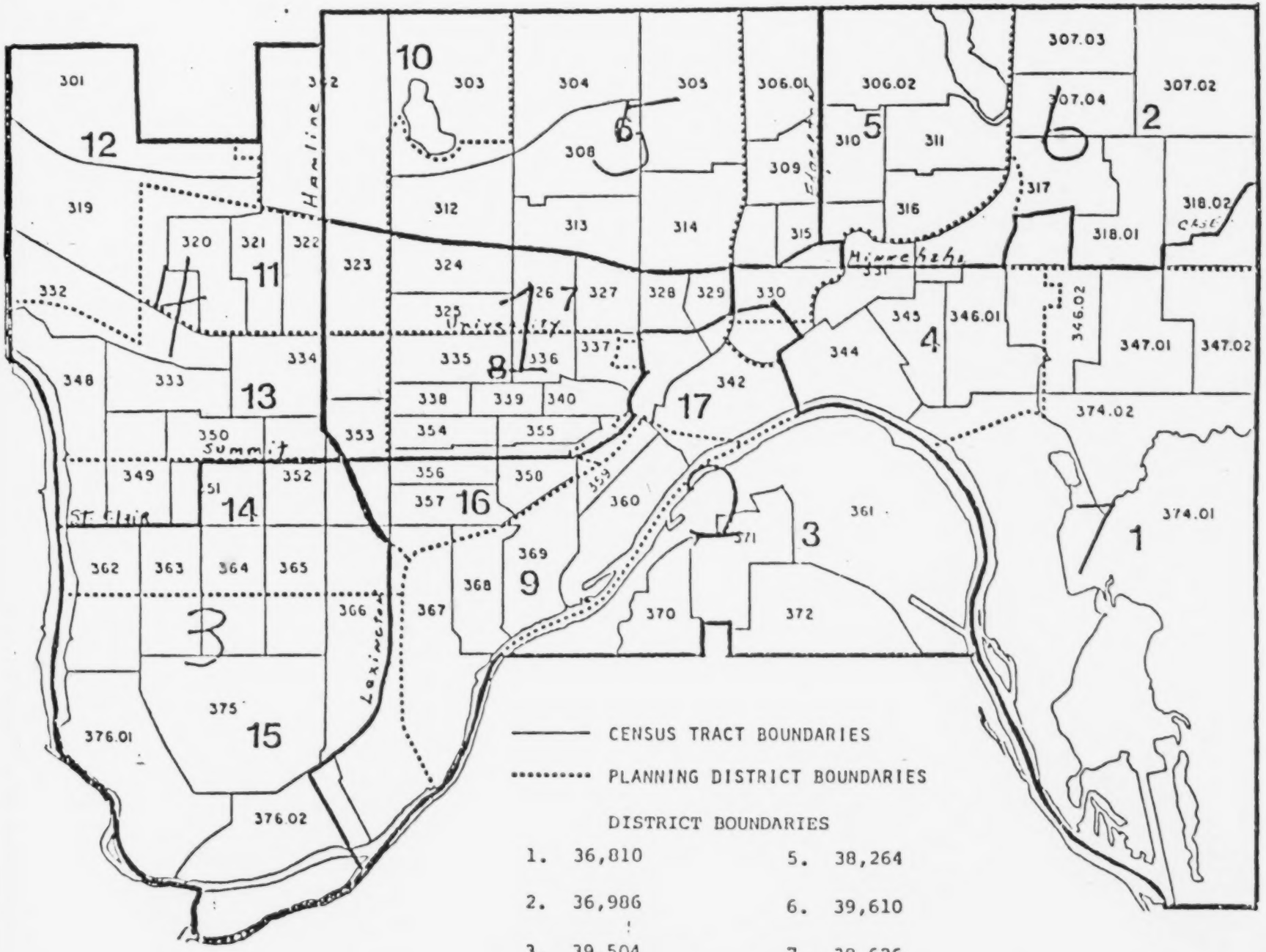
OFFICIAL MAPS



CITIZEN PARTICIPATION PLANNING DISTRICTS

Adopted by Charter Commission October 19, 1981
Filed with City Council October 20, 1981

CENSUS TRACT AND PLANNING DISTRICT BOUNDARIES



——— CENSUS TRACT BOUNDARIES

····· PLANNING DISTRICT BOUNDARIES

DISTRICT BOUNDARIES

1.	36,810	5.	38,264
2.	36,986	6.	39,610
3.	39,504	7.	38,626
4.	40,430		

APPENDIX B

LIST OF BUILDINGS TO RECEIVE FREE DROPS

PUBLIC BUILDINGS
FIRST PRIORITY

City Office Buildings:

City Hall/County Court House 15 W. Kellogg Boulevard	(Public information, data transfer, security, physical systems control, training
City Hall Annex 25 W. 4th St.	("
Public Safety Building 100 E. 10th St.	("
Public Health Center 555 Cedar St.	("
Community Services Dept. – Como Park Office 1224 Lexington Parkway	(Security
Public Works Street Office 873 N. Dale St.	(Date transfer, weather radar)
Public Works Traffic Operations Building 899 N. Dale St.	(Date, transfer, traffic signal control)
Public Works Sewer Building 419 Burgess St.	(Data transfer, monitor pumping stations)
Water Utility Crew Headquarters Shop Highland Parkway & Snelling Ave.	(Data transfer)

Community Services Department – Libraries Division:

St. Paul Central Library 90 W. 4th St.	(Public information, data transfer among branch libraries, physical systems control, security
Branch Libraries	
Riverview 1 E. George St.	("
Rice Street 955 Rice St.	("
Hamline 1558 Minnehaha Ave.	("
St. Anthony Park 2245 Como Ave.	("
Highland Park 1974 Ford Parkway	("
Merriam Park 1831 Marshall Ave.	("
Lexington 1080 University Ave.	("
Arlington Hills 1105 Greenbrier St.	("
Hayden Heights 1435 White Bear Ave.	("
Sun Ray 2105 Wilson Ave.	("
City Garages	
Public Safety Garage 101 E. 10th St.	(Data Transfer)
Municipal Equipment 891 No. Dale St.	(Date Transfer)

Water Utility Garage 277 No. Hamline Ave.	(Control pumping stations)
Community Services Garage 1224 Lexington Parkway	(Data transfer)

Fire Stations

1226 Payne Ave. E.	(Date Transfer, public information, training
273 White Bear Ave. N.	("
1624 Maryland Ave. E.	("
1038 Ross St.	("
754 Randolph Ave.	("
296 W. 7th St.	("
505 Payne Ave.	("
428 Starkey St.	("
860 Ashland Ave.	("
255 Front Ave.	("
2179 University Ave. E.	("
926 Hampden Ave.	("
2530 Edgcumbe Rd.	("
91 No. Snelling Ave.	("
681 University Ave. W.	("
1675 Kasota Ave.	("
1290 No. Snelling Ave.	("

Parks and Recreation Facilities

Como Shop	(Security and temperature control in a few locations
Como Golf Clubhouse	("
Como Park Conservatory	("
Zoo Buildings (All Como Park)	("
Phalen Golf Clubhouse	("
Phalen Park Picnic Pavilion	("

Phalen Park Boat House (All Phalen Park)	("
Highland Park Golf Clubhouse (Highland Park)	("
Highland Park Golf Clubhouse 2051 Edgecumbe	("
Forestry Garage 2051 Edgecumbe Ave.	("
Oxford Pool Lexington & Iglehart	("
Crosby	("
Hidden Falls	("
Battle Creek	("

Police Sector Offices

East Sector 1280 Jackson	
West Sector 558 W. University	
Civic Center 143 W. 4th St.	(Video, data transfer)

Community Centers

Neighborhood House 179 East Robie	(Public Information, security
Martin Luther King 270 North Kent	("
Merriam Park 2000 St. Anthony	("
North End (Capitol Community) 1041 Marion	("
Merrick 715 Edgerton	("

West Seventh 175 Western	(	"
El Rio Vista 179 E. Robie	(	"
Baker Community Center 209 W. Page	(	"
Charles Thompson Memorial Hall 1824 Marshall Ave.	(	"
Thomas-Dale (Wilder Foundation) 911 Lafond	(	"

– In addition, there are some police transmitter sites to be identified by John McCabe.

SECOND PRIORITY

Civil Defense Sirens	(to be supplied soon by John Rukavina)
Mental Health Center 529 Jackson St.	(Data, public information, security)
Municipal Stadium 1000 No. Snelling Ave.	(Security)
Parks and Recreation Facilities:	
Como Pool, Como Park	(Security)
Como Park Maintenance Building, 1306 W. Arlington	("
Phalen Park Golf Maintenance Building, Phalen Park	("
Phalen Park Bath House Building, Phalen Park	("

Highland Park Golf Maintenance Building, 1403 Montreal	(	"
Highland Park Pro Shop, Highland Park	(	"
Highland Park Swimming Building, Highland Park	(	"
Highland Park Pavilion, Highland Park	(	"
Baker, 670 Waseca St.	(	"
El Rio Vista, 179 E. Robie	(	"
Frost Lake, Hazelwood and Idaho	(	"
Groveland, St. Clair and Prior	(	"
Highwood Hills, 2188 Londin Lane	(	"
Homecroft, 1850 Sheridan Ave.	(	"
McDonough, 1544 Timberlake Rd.	(	"
Mounds, 277 Cypress Ave.	(	"
North West Como, 1557 Huron Ave.	(	"
Oxford, 1063 Iglehart Ave.	(	"
St. Clair, 265 Oneida St.	(	"
Valley, 690 Jackson St.	(	"
Rice-Arlington	(	"
Dunning Softball	(	"

Pumping Stations:

Berry & Territorial, 960 Berry	(Monitoring pumping stations	
Brewster, 1100 No. Albert	(	"
Broadway at Kellogg, 302 Broadway	(	"
Childs Road, 2180 Childs Road	(	"
Como and Eustis, 2500 Como at Hendon	(	"

Eagle Station, 205 Eagle St.	(	"
Elway & Montreal, on Montreal	(	"
Glen Terrace, on Glen Terrace	(	"
Jessamine & Mackubin, 1102 Mackubin	(	"
K-Mart, 1691 Kasota	(	"
Parkway Drive, 756 Parkway Drive	(	"
Plato, Plato Blvd. & Robert, 151 E. Plato Blvd.	(	"
Point Douglas, 491 Point Douglas at Lower Afton	(	"
Red Rock (North), 1200 Red Rock Road	(	"
Red Rock (South), 1450 Red Rock Road	(	"
Riverview, 2 E. Starkey	(	"
Robie, 441 Robie at Kansas	(	"
Sherman, 221 Sherman St. at Spring	(	"
Sibley, 279 Sibley at Second	(	"
South Port	(	"
Dog Pound 285 W. Jessamine Ave.	(Security, temperature control)	
Lakeside Pavilion 1339 N. Lexington Parkway	(Security)	
Watergate	(Security)	

OPTIONAL

Parks & Recreation Facilities:

Como Office, Como Park
Harriet Island Pavilion, Harriet Island

Arlington, 665 E. Rose Ave.
Battle Creek, 2076 Upper Afton Road
Belvidere, 291 E. Belvidere
Cayuga, 198 Cayuga St.
Cherokee
Conway Heights, 2090 Conway Ave.
Dayton's Bluff, 790 Conway
Desnoyer, 497 Pelham
Duluth and Case, 1020 Duluth St.
Dunning, Marshall and Griggs
Eastview, 608 Kennard
Edgcumbe, 320 S. Griggs St.
Front, 485 Stinson
Griggs, 1188 Hubbard Ave.
Hamline, 1564 Lafond Ave.
Hayden Heights, 1965 E. Hoyt Ave.
Hazel Park, 919 N. Hazel
Hillcrest, Kenneth and Bohland
Lafayette, 637 Burr St.
Langford, 98 Langford Ave.
Linwood, 860 St. Clair Ave.
Lockwood, 901 E. Cook St.
Margaret, 688 Earl St.
Mounds
Newell, 900 Fairview Ave.
North Dale, 1414 N. St. Albans St.
Orchard, Orchard and Victoria
Palace, 350 View St.
Phalen, 1485 Forest Ave.
Prosperity, 1371 Kennard St.
Riverside, Lexington and Albion
Sackett, 1656 Ames Ave.
Scheffer, 234 Thomas Ave.
So. St. Anthony, Cromwell and Bayless
Sylvan, 77 W. Rose Ave.
West Minnehaha, 694 Charlton
Wilder, 631 N. Albert St.
McMurray

ST. PAUL PUBLIC SCHOOLS, DISTRICT 625
ELEMENTARY SCHOOLS – 1982-83*

Ames
Ames & Case Sts.
774-9731
Thomas Foster, Principal

Battle Creek
Ruth & Upper Afton Rd.
735-0550
Vincent Gorr, Principal

Benjamin Mays
631 N. Albert St.
645-3948
Charmaine Robinson, Principal

Bridge View
360 Colborne St.
293-7635
Charles Burbach, Principal

Bush Memorial
180 South Grotto St.
224-1395
William Tilsner, Principal

Chelsea Heights
Hoyt & Huron Sts.
489-1323
Kenneth Galatowitsch, Principal

Cherokee Heights
694 Charlton
222-6876
Thomas Haas, Principal

Como Park
780 W. Wheelock Pkwy.
488-2593
Kenji Oyanagi, Principal
Ann DeGree, Asst. Principal

Como Park Spec. Prog.
780 W. Wheelock Pkwy.
489-8035
Principal – Same as Como Park

Como Park/Hartzell
780 W. Wheelock Pkwy
489-8035
Principal – Same as Como Park

Daytons Blff
262 Bates Avenue
774-8791
Donald Lackner, Principal

East Consolidated
409 E. Case
772-2477
William Schrankler, Principal
Shirley Pearl, Asst. Principal

East Consolidated/BLC
409 E. Case
772-2477
Principal – Same as above

Eastern Heights
Margaret & Ruth
735-3555
Robert Stolts, Principal

Eisenmenger Learning Center
919 Lafond St.
642-4030
Donald Lieb, Principal

Farnsworth
Arcade & Hyacinth Sts.
776-2791
Hope Lea, Principal

Franklin
Jackson & Valley Sts.
222-5513
Harold Baughman, Principal

Frost Lake
Hazelwood & E. Hoyt
774-6031
Gloria Nozal, Principal

Galtier
Charles & Hamline
646-4854
John Bennett, Principal

Groveland Park
Cleveland & St. Clair
690-1509
Gerald Madigan, Principal

Hancock
Snelling & Hubbard
645-0729
Robert Miller, Principal

Hayden Heights
Hazel & Cle
774-9713
Joanne Ventura, Principal

Highland Park
Saunders & Davern Sts.
698-3865
Shirley Kaiser

Highwood Hills
2188 Londin Lane
735-5912
Joyce Shelton, Principal

Hill
Selby & Oxford
645-0866
John Ashmead, Principal

Homecroft
Edgcumbe & Sheridan
690-1779

Jackson
Edmund & Arundel
227-7897
Kathleen Anderson, Principal

Longfellow
318 Moore
645-3937
Jerald Shannon, Principal

Mann
Eleanor & Kenneth
690-2497
Principal, Peter Grams

Maxfield
St. Anthony & N. Victoria
224-5493
Harlan Balken, Principal

Mississippi
1575 L'Orient St.
488-7253
Alfred Pieper, Principal

Monroe, K-8
810 Palace Ave.
222-0731
Gordon Cherveny, Principal

North End
27 East Geranium
488-7205
Dale Sprigley, Principal

Open School
1023 Osceola Ave.
297-8781
Kenneth Osvold, Principal

Parkway
Bush & Clarence Sts.
774-8781
Anne Rosten, Principal

Phalen Lake
1089 Cypress Sts.
776-1591

Prosperity Heights
Prosperity & E. Ivy
771-8819
Judith Brzinski, Principal

Randolph Heights
Hamline & Jefferson Sts.
William Tilsner, Principal
690-1713

Riverview
Curtice & Woodbury Sts.
227-8369
Delores Henderson, Principal

Roosevelt
Greenwood & Congress Sts.
224-5871
Fenton Horwath, Principal

St. Anthony Park
Knapp & Langford Park Pl.
645-0391
Charles Weldin, Principal

Sheridan
E. Third & White Bear
774-6019
Donald Lieb, Principal

Webster Magnet
707 Holly Avenue
227-8439
Eugene Galatowitsch, Principal

Wheelock
Edgerton & Wheelock Sts.
774-0324
Hope Lea, Principal

Boy's Totem Town
398 Totem Road
735-2880
Stephen Dornbach (Supt.)
Richard Peterson (Asst. Prin.)

ST. PAUL PUBLIC SCHOOLS, DISTRICT 625
SECONDARY SCHOOLS – 1982-83

Central Senior
275 N. Lexington Pkwy
645-9217
John McManus, Principal

Como Park Senior
740 W. Rose Ave.
487-2001
Vern Kenyon, Principal

Harding Senior
1540 E. Sixth St.
776-8533
Donald Ausemus, Principal

Highland Park Junior/Senior
1015 S. Snelling Ave.
690-1545
Eugene Auck, Principal

Humboldt Junior/Senior
30 E. Baker St.
222-3671
Donald Sonsalla, Principal

Johnson Senior
1349 Arcade St.
776-8585
David Frye, Principal

Battle Creek Junior
2121 N. Park Drive
735-4060
Joan Sorenson, Principal

Cleveland Junior
1000 Walsh St.
774-6096
James Bothwell, Principal

Hazel Park Junior
1140 White Bear Ave.
771-5588
Karl Grittner, Principal

Murray Junior
1450 Grantham St.
645-9474
Keith Bergstrom, Principal

Ramsey Junior
1700 Summit Ave.
698-3823
Cy Kaster, Principal

Washington Junior
1041 Marion Street
488-5525
Al Hanner, Principal

Career Study Center
90 South Western
293-0215
Donald Gugisberg, Principal

Open School
1023 Osceola
297-8531
Kenneth Osvold, Principal

ST. PAUL PUBLIC SCHOOLS DISTRICT 625
OTHER FACILITIES

Administration Building
360 Colborne Street

** Central Service Facility
1930 Como Avenue

School Storehouse/School Shop
740 York Ave.

Adams Building
615 South Chatsworth

Gordon Building
1619 Dayton Avenue

Jefferson Building
90 South Western Avenue

Red School House
643 Virginia Avenue

St. Paul Technical Vocational Institute
235 Marshall Avenue

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* All buildings require drops to the institutional network. Anticipated applications at all locations include:

- distribution of video and text information between and among schools;
- building security;
- energy management;
- and, various types of data transfer.

** This facility requires a drop to both the subscriber and institutional networks.

ARCHDIOCESE SCHOOLS

All require drops to institutional network. It is anticipated that the major use of the system would be for the delivery of video and text information between and among schools.

St. Patrick School
471 E. Magnolia Ave.
776-4420
Sr. John Ellen Rogers, CSJ, Prin.
Rev. Kenan Siegel, Pastor
774-8675

St. Matthew School
10 W. Winifred St.
224-6912
Sr. Pauline Fritz, SSND, Princ.
Rev. Stephen J. Adrian, Pastor
224-9793

St. Peter Claver School
1060 W. Central Ave.
644-9171
Rose Vernell, Principal
Rev. Timothy Kernan, Pastor
646-1797

Holy Spirit School
1406 Randolph Ave.
698-7233
Sr. Geraldine Lane, CSJ, Principal
Rev. Vincent A. Colon, Pastor

St. Andrew School
1028 Van Slyke
489-0304
Sr. Joan Fink, SSND, Principal
Rev. Thaddeus R. Koziol, Pastor
488-6775

St. Columba School
1330 Blair Ave.
644-1807
Thomas Hansen, Principal
Rev. Roger F. Carroll, Pastor
645-9179

St. Bernard School
1167 Albemarle St.
489-8086
Gregory Bartel, Principal
Rev. Burton A. Bloms, OSB, Pastor
488-6733

St. James School
496 View St.
226-2356
Sr. Virginia Biren, SSND, Principal
Rev. William A. Hennen, Pastor
227-7029

Sacred Heart, St. John Consolidated
835 E. 5th St.
776-2763
Sr. Myron Buresh, SSND, Principal
Rev. Charles M. Eggert, Pastor
771-3690

Holy Childhood School
1435 Midway Parkway
644-2791
Sr. Gretta, OSB. Principal
Rev. John Buchanan, Pastor
644-7495

Maternity of Blessed Virgin Mary School
592 W. Arlington
489-1459
Dennis Donovan, Principal
Rev. John G. Donahue, Pastor
489-9347

St. Agnes School
525 Thomas Ave.
227-1886
Robert Ercolanai, Principal
Msgr. Richard Schuler, Pastor
226-5103

St. Casimir School
930 E. Geranium Ave.
776-1549
Barbara Smrdel, Principal
Rev. Norman Pahl, OMI, Pastor
774-0365

St. Francis DeSales School
426 S. Osceola Ave.
225-1230
Judith Bakula, SSND, Principal
Rev. Karl M. Wittman, Pastor
225-3548

Cathedral Consolidated w/ St. Stanislaus
1060 W. Central Ave.
224-5625
Rose Vernell, Principal
Msgr. Ambrose Hayden, Pastor
225-6563

St. Mark School
1983 Dayton Ave.
644-3380
Sr. Jan Dalsin, CSJ. Principal
Rev. John F. Brandes, Pastor
645-5717

St. Luke School
1065 Summit Ave.
224-4839
Cathy Zimmerman, Principal
Rev. Michael Erlander, Pastor
227-7669

Nativity of Our Lord
1900 Stanford Ave.
699-1311
James J. Griesgraber, Principal
Msgr. Clarence J. Steiner, Pastor
698-0309

St. Leo the Great, St. Therese, St. Gregory
2017 Bohland Ave.
690-2477
Ursula Condon, Principal
Rev. John E. Mitchell, Pastor
698-5581

Immaculate Heart of Mary
1550 Summit Ave.
699-7722
James L. Miller, Principal
Rev. Joseph T. Gannon, Pastor
644-8980

Corpus Christi
2131 N. Fairview Ave.
631-0953
Sr. Josine Winter, SSND, Principal
Rev. David McPhee, Pastor
644-0992

St. Pascal Baylon
1770 E. Third St.
776-0092
Sr. Francis Mary Benz, CSJ, Prin.
Rev. James Holl, Pastor
774-1585

St. Adalbert
262 Edmund Ave.
225-7938
Rev. Clarence Zlotkowski, Pastor
225-7938

Blessed Sacrament
1800 Ames Ave.
735-3676
Donald Anderson, Principal
Rev. Donald Tomlinson, Pastor
735-3707

ARCHDIOCESE HIGH SCHOOLS

Cretin High School
495 Hamline Ave. S. 55116
690-2443
Richard A. Kallock, Principal

Derham Hall High School
540 Warwick Ave. S.
St. Paul, Mn. 55116
698-0871
Ronald E. Clubb, Principal

St. Agnes High School
525 Thomas Ave.
St. Paul, Mn. 55103
225-1614
William G. Peper, Principal

St. Bernard's High School
170 W. Rose Ave.
St. Paul, Mn. 55117
488-3753
John O'Neill, Principal

ALSO:

Catholic Education Center
318 W. 6th St.
St. Paul, Mn. 55102
291-4500
Francis Scholtz, Director

PRIVATE SCHOOLS*

Central Lutheran School
775 N. Lexington Parkway

Faith Baptist Christian School
1360 Mississippi

McIntyre Education Center
630 Laurel Avenue

East St. Paul Lutheran School
674 Johnson Parkway

St. John Evan. Lutheran Church
771 Margaret

St. Paul Academy-Summit School
1712 Randolph
Goodrich Campus
1150 Goodrich

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* Institutional network drops for video programming.

APPENDIX C

UNIFORM HOUSING AND DEMOGRAPHIC DATA

CITY OF SAINT PAUL
DEPARTMENT OF PLANNING AND ECONOMIC DEVELOPMENT
DIVISION OF PLANNING
25 West Fourth Street, Saint Paul, Minnesota, 55102
612-298-4151

SEAL
GEORGE LATIMER
MAYOR

DATE: October 4, 1982

TO: Linda Camp, Office of the City Council

FROM: Steve Maack, City Planning Research ACM

RE: City Statistics for Cable Television Request for Proposal

In response to your request, here are the statistics that you will need for the cable television request for proposals.

1. Household data (actually, housing unit data)

– Total number of homes:	110,902	housing units
	110,872	year-round housing units (basis for numbers below)
– # of single family units:	64,838	housing units with 1 units per address (includes some duplex units with separate addresses for each duplex)
	79	mobile homes
	64,917	"single family units"
– # of multiple family units:	22,295	housing units with 2-9 units per address
	23,660	housing units with 10 or more units per address
	45,955	"multi-family units"

Source: 1980 census of population and housing, summary tape file 1

2. Update attached Table I. I have only been able to update information on population and number of dwellings (see attached). The city has not yet acquired infomation from the 1980 census on housing units by bedroom size. The acreage of Planning Districts 9 and 15 will have changed due to a recent boundary change affecting these districts, but the new acreage has not been calculated. I have no special data source on street miles or alley miles since proposed land use surveys for 1981 and 1982 never were implemented due to lack of funding.

3. The St. Paul comprehensive plan states that we should add 10,000 new units to St. Paul by 1990. I have recently projected that 2,173 to 3,230 housing units will be added downtown (census tract 342), on the basis of projects committed or under consideration. Documentation of recommended housing development on currently vacant land is contained in the *St. Paul Housing Development Plan*, available from Marv Bunnell of the Planning and Economic Development Department at $50 per copy (telephone 292-1577, extension 300). If Cable TV companies want further information about vacant land available for housing, they should contact Mr. Bunnell.

TABLE 1. DATA TO BE USED BY APPLICANTS IN PREPARING PROPOSALS

Planning District	Population[1]	Street[2] Miles	Number of Dwellings[1]	1&2 Bedroom[3] Dwellings	3+ Bedroom[3] Dwellings	Acres[4]	Alley Miles
1	19,129	72.4	7,343	2,783	1,267	4,241	9.3
2	25,241	68.3	9,925	7,334	2,689	1,968	30.6
3	14,994	64.7	5,571	4,094	1,251	2,325	9.5
4	15,991	53.7	6,364	4,606	1,640	1,197	17.8
5	25,749	81.8	10,847	7,838	5,198	2,091	38.9
6	23,818	79.4	9,715	5,812	3,308	1,726	25.6
7	13,768	35.2	5,625	4,059	1,303	816	13.0
8	15,799	45.0	6,759	2,994	5,997	711	15.8
9	10,670	39.0	4,592	3,640	1,096	1,294	12.1
10	11,453	41.4	4,588	3,949	975	1,503	13.9
11	12,417	38.3	5,092	3,743	973	838	16.0
12	6,969	37.2	2,786	1,712	1,214	1,952	8.4
13	19,328	49.0	7,512	3,916	2,200	1,125	13.9
14	20,952	52.8	8,441	6,311	1,511	1,100	35.6
15	23,405	82.1	9,988	6,368	3,498	3,149	29.6

Planning District	Population[1]	Street[2] Miles	Number of Dwellings[1]	1&2 Bedroom[3] Dwellings	3+ Bedroom[3] Dwellings	Acres[4]	Alley Miles
16	7,252	18.0	3,688	1,589	1,927	393	9.5
17	3,295	22.0	2,036	31	1,340	373	1.0
ST. PAUL	270,230	880.3	110,872	70,799	37,387	26,802	300.5

---

[1] 1980 census data. Reflects 1982 Planning District boundaries. Housing unit data is for year-round housing units.

[2] 1980 data. Reflects pre-1982 Planning District boundaries.

[3] 1974 data. Reflects pre-1982 Planning District boundaries. Update from 1980 census data summary tape file 3 should be available in late 1982 or early 1983 for 1982 Planning District boundaries.

[4] 1974 data; does not include streets, alleys or public right-of-ways. Reflects pre-1982 Planning District boundaries.

4. Population data

   - Total population: 270,230
   - Non-Hispanic White population: 239,341 (88.57%)
   - Non-Hispanic Black population: 13,099 (4.85%)
   - Hispanic population: 7,864 (2.91%)
   - Non-Hispanic American Indian, Asian or Pacific Islander population: 4,932 (1.83%)
   - Non-Hispanic Others (mostly Hmongs): 4,994 (1.85%)

Source: 1980 census of population and housing, summary tape file 1

- Population by age categories:
  52,538 (19.44%) ages 0 to 14
  85,203 (31.53%) ages 15 to 29
  43,431 (16.07%) ages 30 to 44
  35,820 (13.26%) ages 45 to 59
  34,725 (12.85%) ages 60 to 74
  18,513 (6.85%) ages 75 and over

Source: 1980 census of population and housing, summary tape file 1

- Population by income levels: this data has just become available from the Census Bureau, and has not yet been acquired by the city.

For your information, the census information that I have given here is also available by census tract or by Planning District. Most of the Planning District totals will be contained in a census report to be released in a few weeks. Census tract totals or maps showing percentage distributions on these items can be found in four recent P.E.D.

census reports: *People of Saint Paul, Minorities in Saint Paul, Household Changes in Saint Paul 1970-80,* and *Supply, Demand and Cost of Housing in Saint Paul.* The four census reports can be purchased for $1.00 each from Chuck McGuire of P.E.D. (telephone 292-1577, extension 329).

cc: Chuck McGuire
Allen Lovejoy
Peggy Reichert

APPENDIX D

RESOLUTIONS GOVERNING
CONTACT WITH CARE APPLICANTS
CITY OF SAINT PAUL
COUNCIL RESOLUTION

Council
File NO. ___

Presented By James Scheibel

Referred To _____ Committee: Date _____

Out of Committee By _____ Date _____

WHEREAS, the Council to the City of Saint Paul wishes to protect the public interest and to make the cable communications franchising process fair to all applicants; now, therefore, be it

RESOLVED, That the following rules governing lobbying and financial disclosures during the cable communications franchising process be adopted and remain in effect until the adoption by the Council of a Request for Proposals:

1. Commencing September 1, 1982, and every month thereafter until the adoption of the Request for Proposals, all filings, with the exception of lobbyist registration, shall be made with the City Clerk.

2. All filings shall cover the time period extending from seven days prior to the last reporting date to seven days prior to the current reporting date; however, filings made on September 1, 1982 shall encompass the period extending from August 1, 1982 through August 26, 1982.

3. For the purposes of this resolution, the following definitions shall apply:

a. "Contacts" shall mean any substantive discussions with respect to the cable communications franchising process.

b. "Potential applicants" shall mean those groups or entities, including but not limited to, corporations, associations, partnerships, and cooperatives, which file with the City Clerk a letter of intent through which they express their interest in the cable communications franchising process for the City of Saint Paul. Any group or entity which has such an interest shall file the aforementioned letter of intent.

4. All requests by potential applicants for information from the Cable Communications Staff Task Force and

other City staff shall be through the City's Cable Communications Officer.

5. Council members and their aides and the Cable Communications Officer shall file the following disclosures:

a. A statement of financial interest in a potential applicant or affiliated firm;

b. A statement of any potential conflict of interest arising from professional or personal affiliation;

c. A list of contacts with lobbyists, potential applicants, and their spokespersons.

6. Potential applicants shall file the following information:

a. A letter of intent;

b. Names and address of lobbyists and of persons who will be speaking on its behalf;

c. All transfers or agreements for future transfers of stock options, cash, property or other considerations or inducements on the part of applicants or affiliated persons or entities;

d. All expenses incurred in seeking the franchise award, including but not limited to, lobbying, public relations, marketing, advertising, research, salaries, legal fees, personal service agreements, contracted services, and donations or gifts to local individuals, groups or institutions.

7. All campaign contribution information shall be filed as provided in Chapter 28 of the Saint Paul Legislative Code.

8. All lobbyists shall register with the City Clerk by providing the following information:

a. Name and address;

b. Principal place of business;

c. Name and address of each person, if any, by whom the lobbyist is retained or employed or on whose behalf the lobbyist appears;

d. If the lobbyist lobbies on behalf of an association, the names and addresses of officers and directors.

Such registration shall be made within five days of adoption of this resolution or within five days of the date the person becomes a lobbyist.

9. All lobbyists shall file a list of contacts with Council Members and their aides and the Cable Communications Officer.

WHEREAS, the Council of the City of Saint Paul wishes to assist potential cable franchise applicants in obtaining information relative to City uses of a cable communications system; now, therefore, be it

RESOLVED, That Council Resolution No. 279053, Item No. 4, Page 2, be and hereby is amended, for an interim period extending from October 1, 1982 through the final date for submission of franchise applications, to read as follows:

"4. All information requests from and contacts with the Cable Communications Staff Task

Force and other City staff by potential applicants and their lobbyists shall be subject to the following procedures:

a. Potential applicants and their lobbyists may direct inquiries relative to City uses of a cable communications system to designated representatives of City staff, a list of whom is attached hereto and incorporated herein by reference;

b. Contacts with City staff, except Council members and their aides and the Cable Communications Officer, are prohibited unless arranged through one of the named designated representatives in accordance with the procedures attached hereto and incorporated herein by reference;

c. Commencing November 1, 1982, and every month thereafter through the final date for filing franchise applications, potential applicants, their lobbyists, and designated representatives except Council members, their aides, and the Cable Communications Officer, shall file with the Cable Communications Officer a report detailing the dates, places, and topics of any and all contacts;

d. Designated representatives and other City staff shall make themselves equally available to all potential applicants and their lobbyists;"

and, be it

FURTHER RESOLVED, that non-compliance with any of the provisions of this Resolution by potential applicants or their lobbyists shall result in the downrating of

the application filed by the non-complying entity; and, be it

FINALLY RESOLVED, that upon the expiration of the time, for filing franchise applications, Item No. 4, Page 2 of Council Resolution No. 279053 shall revert to its original form and read as follows:

> "4. All requests by potential applicants for information from the Cable Communications Staff Task Force and other City staff shall be through the City's Cable Communications Officer."

COUNCILMEN

Yeas Nays

Fletcher
Levine
Masanz
Nicosia
Scheibel
Tedesco
Wilson

___ In Favor

___ Against

Adopted by Council:

Date _____

Certified Passed by Council Secretary

By _____

Approved by Mayor:

Date _____

By _____

Requested by Department of:

_____

By _____

Form Approved by City Attorney

By /s/ Jane A. McPeak

Approved by Mayor for Submission to Council

By _____

CITY STAFF CABLE COMPANY CONTACT GUIDELINES

Purpose of the Guidelines

City staff has proposed extensive municipal uses for cable technology. In order to encourage positive response by cable companies to these uses we must provide open access to knowledgeable department staff. At the same time, we want to structure the contacts so that the information given to cable companies accurately reflects city and departmental priorities. For these reasons, we are setting up a structured access policy.

Timing

This policy as per City Council Resolution will be in effect from October 1st until the closing date for cable companies to submit their proposals.

Designated Departmental Representatives

The attached list states the names, addresses and phone number of those individuals designated to represent their departments or city offices. This list (including any changes registered with the City Clerk's Office) comprises the allowable contacts between city staff and cable companies representatives.

Method of Contact

Contact between the city staff and cable companies shall be in person or by letter of inquiry with minimal or no information exchange by telephone. Department heads and designated representatives shall provide adequate

accessibility to all interested cable companies. The designated representatives shall provide equal access to all cable companies. Other employees may be brought in as their expertise is necessary. However, a designated representative will attend each meeting.

Meeting Recording

The attached form shall be used in documenting all meetings between city staff and cable company representatives. The form contains the following information: date, location, attendees and subject matter covered. It shall be submitted to the City's Cable Communications Office at the end of each month. Subject matter covered should be recorded only generally – specifics that may benefit another cable company should be excluded.

CITY DEPT(S) ___

CABLE COMPANY(IES) ___

CABLE CONTACT
MEETING RECORD

DATE:

LOCATION:

ATTENDEES:

NAME	ORGANIZATION

SUBJECT MATTER COVERED:

RECORD SUBMITTED BY:

_____
DESIGNATED REPRESENTATIVE

POLICE

John McCabe	100 E. 10th Street	292-3545
Phil Sanders	100 E. 10th Street	292-3592 Ex.5
Sgt. Joseph Polski	100 E. 10th Street	291-1111 Ex.5
Off. Michael Perzichilli	100 E. 10th Street	292-3525

FIRE

John Rukavina	100 E. 10th Street	224-7811

APPENDIX E

SET ASIDE ORDINANCE

COMPLIANCE REVIEW REPORT

St. Paul Department of Human Rights
515 City Hall
St. Paul, Minnesota 55102
(612) 298-4288

Pursuant to Section 74.03A of the St. Paul Legislative Code and the rules therein, each contractor shall provide the following information:

1. Company, Contractor or Employer Identification

_____
NAME

_____
ADDRESS (NUMBER AND STREET)

_____
CITY, STATE AND ZIP CODE PHONE NO.

2. Name and locations or parent or subsidiary companies (Please indicate whether parent or subsidiary).

_____
_____
_____

3. Type of operation.

_____
_____

4. Date of most recent or immediate agreement with the City of St. Paul, contract number, if applicable, and amount of contract.

_____
_____

5. What steps have you taken to recruit female and minority employees, i.e. advertising or an affirmative action program.

_____

_____

_____

6. Name of the President of the Company. (Type or print, please.)

_____

7. Name and title of person responsible for implementing equal employment opportunity and affirmative action. (Type or print, please.)

_____
NAME TITLE

8. Name and title of person to contact regarding this report. (Type or print, please)

_____
NAME TITLE

EEO/AA POLICY STATEMENT

It is our policy to:

1. Aggressively pursue and practice equal employment opportunity (EEO) and to assure that equal employment opportunity is for all persons regardless of race, creed, religion, color, sex, national origin or ancestry, age or disability;

2. Prohibit discrimination on the basis of race, creed, religion, color, sex, national origin or ancestry, age or disability in all employment practices including but not limited to hiring recruitment, advertising, promotion, upgrading, demotion, transfer, lay off, termination, rates of pay or other forms of compensation and selection for training;

3. Fully support incorporation of non-discrimination and affirmative action (AA) rules and regulations into contracts (including subcontracts) and abide by all relevant Federal, State and Local Laws relating to EEO and AA with respect thereto;

4. Maintain a working environment for all employees free of harassment, intimidation and coercion because of race, color, creed, religion, sex, national origin or ancestry, age and disability;

5. Commit necessary time and resources to attain EEO in accordance with this EEO policy, to assist protected class persons to become successful participants in the workforce of this company, and to remove the effects of past employment practices, if any, which resulted in discrimination against protected class persons.

SIGNATURE TITLE DATE

EMPLOYMENT DATA AS OF ___, 19 ___

EMPLOYER _____

ADDRESS _____ _____ _____

NUMBER AND STREET CITY STATE

ALL EMPLOYEES (Full-time, Part-time, Temporary and Seasonal)

JOB CATEGORIES	TOTAL EMPLOYEES COLUMNS B THRU K (A)	MALE					FEMALE					
		WH (B)	BL (C)	HI (D)	AP (E)	AA (F)	WH (G)	BL (H)	HI (I)	AP (J)	AA (K)	HDCP (L)
OFFICIALS & MANAGERS												
PROFESSIONALS												
TECHNICIANS												
SALES WORKERS												
OFFICE & CLERICAL												
CRAFT WORKERS												

(SKILLED)

OPERATIVES
(SEMI-SKILLED)

LABORERS
(UNSKILLED)

SERVICE
WORKERS

CURRENT
TOTAL

TOTAL EMPLOYMENT
IN LAST REPORT

WH: White	AP:	Asian/Pacific Islander
BL: Black	AA:	Amer. Indian/Alaskan Native
HI: Hispanic	HDCP:	Handicap

I affirm that the information entered on this form and all attachments are accurate and true to the best of my knowledge.

Signature	Title	Date

DEFINITIONS OF TERMS AND JOB CATEGORIES

EMPLOYEE – means any individual on the payroll of an employer who is an employee for purposes of the employer's withholding of Social Security taxes except insurance salesmen who are considered to be employees for such purposes solely because of the provisions of Section 3121(d)(3)(B) of the Internal Revenue Code.

RACE/ETHNIC IDENTIFICATION

You may acquire the race/ethnic information necessary for this report either by visual surveys of the work force, or from post-employment records as to the identity of employees. Eliciting information on the race/ethnic identity of an employee by direct inquiry is not encouraged.

Where records are maintained, it is recommended that they be kept separately from the employee's basic personnel file or other records available to those responsible for personnel decisions.

Since visual surveys are permitted, the fact that race/ethnic identifications are not present on employment records is not an excuse for failure to provide the data called for.

Moreover, the fact that employers may be located at different addresses does not provide an acceptable reason for failure to comply with the reporting requirements. In such cases, it is recommended that visual surveys be conducted for the employer by persons such as supervisors who are responsible for the work of the employees

or to whom the employees report for instructions or otherwise.

Please note that conducting a visual survey and keeping post-employment records of the race/ethnic identity of employees is legal in all jurisdictions and under all Federal and State laws. State laws prohibiting inquiries and recordkeeping as to race, etc., relate only to applicants for jobs, not to employees.

Race/Ethnic designations as used by the Equal Employment Opportunity Commission do not denote scientific definitions of anthropological origins. For the purposes of this report, an employee may be included in the group to which he or she appears to belong, identifies with, or is regarded in the community as belonging. However, no person should be counted in more than one race/ethnic group. The race/ethnic categories used for this survey are:

WHITE – (Not of Hispanic origin) – All persons having origins in any of the original peoples of Europe, North Africa, or the Middle East.

BLACK – (Not of Hispanic origin) – All persons having origins in any of the Black racial groups of Africa.

HISPANIC – All persons of Mexican, Puerto Rican, Cuban, Central or South American, or other Spanish culture or origin, regardless of race.

ASIAN OR PACIFIC ISLANDER – All persons having origins in any of the original peoples of the Far East, Southeast Asia, the Indian Subcontinent, or the Pacific Islands. This area includes, for example, China, Japan, Korea, the Philippine Islands, and Samoa.

AMERICAN INDIAN OR ALASKAN NATIVE – All persons having origins in any of the original peoples or North America and who maintain cultural identification through tribal affiliation or community recognition.

HANDICAP – A handicapped person is one who (a) has a physical or mental impairment which substantially limits one or more of the individual's major life activities, (b) has a record of this impairment, or (c) is regarded as having the impairment. "Substantially limiting" causes difficulty in securing, retaining or advancing in employment.

DESCRIPTION OF JOB CATEGORIES

OFFICIALS AND MANAGERS – Occupations requiring administrative personnel who set broad policies, exercise overall responsibility for execution of these policies, and direct individual departments or special phases of a firm's operations. Includes: officials, executives, middle management, plant managers, department managers, and superintendents, salaried supervisors who are members of management, purchasing agents and buyers, and kindred workers.

PROFESSIONAL – Occupations requiring either college graduation or experience of such kind and amount as to provide a comparable background. Includes: accountants and auditors, airplane pilots, and navigators, architects, artists, chemists, designers, dieticians, editors, engineers, lawyers, librarians, mathematicians, natural scientists, registered professional nurses, personnel and labor relations workers, physical scientists, physicians, social scientists, teachers, and kindred workers.

TECHNICIANS – Occupations requiring a combination of basic scientific knowledge and manual skill which can be obtained through about 2 years of post high school education, such as is offered in many technical institutes and junior colleges, or through equivalent on-the-job training. Includes: computer programmers and operators, drafters, engineering aides, junior engineers, mathematical aides, licensed, practical or vocational nurses, photographers, radio operators, scientific assistants, surveyors, technical illustrators, technicians (medical, dental, electronic, physical science), and kindred workers.

SALES – Occupations engaging wholly or primarily in direct selling. Includes: advertising agents and sales workers, insurance agents and brokers, real estate agents and brokers, stock and bond salesworkers, demonstrators, salesworkers and sales clerks, grocery clerks and cashier-checkers, and kindred workers.

OFFICE AND CLERICAL – Includes all clerical-type work regardless of level of difficulty, where the activities are predominantly nonmanual though some manual work not directly involved with altering or transporting the products is included. Includes: bookkeepers, cashiers, collectors (bills and accounts), messengers and office helpers, office machine operators, shipping and receiving clerks, stenographers, typists and secretaries, telegraph and telephone operators, and kindred workers.

CRAFT WORKER (skilled) – Manual workers of relatively high skill level having a thorough and comprehensive knowledge of the processes involved in their work. Exercise considerable independent judgment and usually receive an extensive period of training. Includes: the

building trades, hourly paid supervisors and lead operators who are not members of management, mechanics and repairers, skilled machining occupations, compositors and typesetters, electricions, engravers, job setters (metal), motion picture projectionists, pattern and model makers, stationary engineers, tailors and tailoresses, and kindred workers.

OPERATIVES (semiskilled) – Workers who operate machine or processing equipment or perform other factory-type duties of intermediate skill level which can be mastered in a few weeks and require only limited training. Includes: apprentices (auto mechanics, plumbers, bricklayers, carpenters, electricians, machinists, mechanics building trades, metal working trades, printing trades, etc.), operatives, attendants (auto service and parking), blasters, chauffeurs, delivery workers, dressmakers and sewers (except factory), dryers, furnace workers, heaters (metal), laundry and dry cleaning operatives, milliners, mine operatives and laborers, motor operators, oilers and greasers (except auto), painters (except construction and maintenance), photographic process workers, stationary firefighters, truck and tractor drivers, weavers (textile), welders, and flamecutters, and kindred workers.

LABORERS (unskilled) – Workers in manual occupations which generally require no special training perform elementary duties that may be learned in a few days and require the application of little or no independent judgment. Includes: garage laborers, car washers and greasers, gardeners (except farm) and groundskeepers, stevedores, wood choppers, laborers performing lifting,

digging, mixing, loading and pulling operations, and kindred workers.

SERVICE WORKERS – Workers in both protective and non-protective service occupations. Includes: attendants (hospital and other institutions, professional and personal service, including nurses aides, and orderlies), barbers, charworkers and cleaners, cooks (except household), counter and fountain workers, elevator operators, firefighters and fire protection, guards, doorkeepers, stewards, janitors, police officers and detectives, porters, waiters and waitresses, and kindred workers.

ORDINANCE

Ordinance NO. 16744

Presented By/s/ Joanna Showalter
/s/ William Hilton

Referred To _____ Committee: Date _____

Out of Committee By _____ Date _____

An administrative ordinance amending Chapter 81 of the Saint Paul Administrative Code, entitled "City Procurement from Small Business or Economically Disadvantaged Persons."

THE COUNCIL OF THE CITY OF SAINT PAUL DOES ORDAIN:

Section 1.

That Chapter 81 of the Saint Paul Administrative Code entitled "City Procurement from Small Businesses

or Economically Disadvantaged Persons" as it now appears, is hereby stricken and deleted in its entirety.

Section 2.

That, pursuant to Minnesota Statutes, Section 471.345, Subdivision 8, there is hereby enacted Chapter 81 of the Saint Paul Administrative Code to be entitled "Purchasing from Set-aside Businesses", and to read as follows:

81.01 – *Definitions.* Subd. 1. For the purposes of this chapter, the following words and phrases shall have the meanings set forth in this section, except where the context clearly indicates that a different meaning is intended.

Subd. 2. *Set-aside Business* means a business entity organized for profit, including but not limited to any individual, partnership, corporation, joint venture, association or cooperative, which entity

a) is not an affiliate or subsidiary of a business dominant in its field of operation and has employees who work a total of 45,000 hours or less in the previous fiscal year, or has not more than the equivalent of $1,000,000 in annual gross revenues in the preceding fiscal year; or

b) is majority owned and controlled by a person (or persons in any combination) who is a woman, a member of any of the racial minorities defined herein, or handicapped.

Subd. 3. *Woman* means any person of the female sex.

Subd. 4. *Racial minority* means a person having ethnic origin in the black racial groups of

Africa; a person of Mexican, Puerto Rican, Cuban, Central or South American or other Spanish culture or origin; a person having ethnic origin in any of the original peoples of the Far East, Southeast Asia, the Indian sub-continent or the Pacific Island (this area includes, but is not limited to, China, Japan, Korea, the Philippine Islands, Malaysia, Hawaii and Samoa); a person having origins in any of the original peoples of North America who is an enrolled member of an Indian tribe recognized as such by the government of the United States or Canada; or a person having ethnic origin in the Eskimo or Aleut peoples and who is recognized as such by either a tribe, tribal council or a suitable authority in the community. (A suitable authority in the community may be educational institutions, religious organizations, or federal or state agencies.)

Subd. 5. *Handicapped person* means any person who has suffered a substantial physical disability.

Subd. 6. *Small business* means a business entity as defined in Section 81.01, Subd. 2(a).

81.02 – *Set-aside Business Advisory Committee; composition and duties.* Subd. 1. There is hereby created a committee of 15 persons who shall be appointed in the same manner as other City committees; 5 of the 15 persons appointed shall serve for a term of one year; 5 of the persons appointed shall serve for a term of two years; and 5 of the persons appointed shall serve for a term of three years. The Mayor shall designate one of the persons appointed to serve as chair.

Subd. 2. *Duties.* The committee shall hold meetings at such times as agreed upon by the members. The committee shall review the certification recommendations of its subcommittees; hold public hearings on those recommendations;

resolve disputes as to the qualifications of a set-aside business as such a business; maintain and add to a master list of set-aside businesses; and do such other things as are reasonably necessary to effectuate the purposes of this chapter. Any aggrieved person may appeal the committee's decisions to the Council which shall have the power to modify any decision of the committee.

81.03. – *Women's set aside business subcommittee; racial minorities' set-aside business subcommittee; small business and handicapped persons' set-aside business subcommittee.* Subd. 1. *Women's set-aside business subcommittee.* The chair of the committee created in the preceding section shall designate 5 members to serve on the women's set-aside business subcommittee. The subcommittee shall screen, promote and do such other things as are necessary to secure the participation of set-aside businesses, which are majority controlled by women, in the program established by this chapter, but all actions of the subcommittee must be approved by the committee.

Subd. 2. *Racial minorities' set-aside business subcommittee.* The chair of the committee created in the preceding section shall designate 5 members to serve on the racial minorities' set-aside business subcommittee. The subcommittee shall screen, promote and do such other things as are necessary to secure the participation of set-aside businesses, which are majority controlled by a racial minority, in the program established by this chapter but all actions of the subcommittee must be approved by the committee.

Subd. 3. *Small business and handicapped persons' set-aside business subcommittee.* The chair of the committee created in the preceding section shall designate 5 members to serve on the small business and handicapped persons' set-aside

subcommittee. The subcommittee shall screen, promote and do such other things as are necessary to secure the participation of small businesses or set-aside businesses which are majority controlled by a handicapped person, in the program established by this chapter but all actions of the subcommittee must be approved by the committee.

81.04 – *Set-aside of appropriations.* The City shall for each fiscal year designate and set aside for awarding to set-aside businesses approximately 20 percent of the funds appropriated for the purchase of goods and/or services, including construction work. Of that percentage, approximately one-half thereof shall be used to purchase goods and/or services, including construction work, from small businesses or set-aside businesses, the majority control of which is vested in a handicapped person; approximately one-quarter thereof shall be used to purchase goods and/or services, including construction work, from set-aside businesses, and majority control of which is vested in a woman; and approximately one-quarter thereof to purchase goods and/or services, including construction work, from set-aside businesses, the majority control of which is vested in a person of a racial minority.

81.05 – *Application; how processed.* The City via its purchasing division shall process applications from any interested business and shall forward the applications to the set-aside business advisory committee for its review and approval as a bona fide set-aside business. Until approval or rejection of any application of any interested business, the City may allow participation in the program established by this chapter pending a decision of the committee.

81.06 – *Percentage to a set-aside business.* The City may, whenever it deems it feasible, solicit bids that require the lowest responsible bidder to subcontract a portion or percentage of work to a bona fide set-aside business.

81.07 – Restrictive competitive bids. The City may, whenever it deems it feasible, solicit competitive bids from among only set-aside businesses.

81.08 – *Denial of access to a public service; relief.* Any set-aside business that is aggrieved by a wrongful denial of the benefits of this chapter may seek relief pursuant to Chapter 74 of the Legislative Code as a denial of access to a public service.

81.09 – *Rules, regulations and forms.* The Mayor is authorized, acting through the Director of Finance and Management Services, to promulgate such rules, regulations and forms as may be needed to carry out the duties and responsibilities set forth herein.

Section 3.

This ordinance shall take effect and be in force thirty (30) days from and after its passage, approval and publication.

COUNCILMEN
Yeas Nays
Hunt
Maddox 5 In Favor

McMahon
Showalter 0 Against

Tedesco
Adopted by Council:
Date DEC 18 1980

Certified Passed by
Council Secretary

/s/ Rose Mix

Requested by
Department of:

_____

By _____

Form Approved by
City Attorney

By /s/ Paul McClosky

Approved by
Mayor for Submission
to Council

By _____

Approved by Mayor
Date DEC 22 1980

By /s/ George Sedome

PUBLISHED DEC 27 1980

APPENDIX 13
LETTER FROM CITY'S ATTORNEYS

LAW OFFICES
ROBINS, ZELLE, LARSON & KAPLAN
1210 MINNESOTA BUILDING
SAINT PAUL, MINNESOTA 55101
TELEPHONE (612) 224-5884

[Letterhead omitted in printing]

February 27, 1984

Harold R. Farrow, Esq.
Farrow, Schildhause, Wilson & Rains
401 Grand Avenue, Suite 200
P. O. Box 2290
Oakland, California 94621

Re: Nor-West Cable Communications
Partnership v. City of Saint Paul
Our File No.: 14942-0000

Dear Mr. Farrow:

As I have been in trial in North Dakota since the first week of January, I have been unable to reply to your letter of December 28, 1983. I have now had an opportunity to discuss this matter with our client, the City of Saint Paul, and am in a position to respond. Please excuse the delay.

In both your December 28 letter and your December 5, 1983, letter addressed to Mayor Latimer and the Saint Paul City Council, you requested that the City issue a cable television franchise to Nor-West Cable Communications Partnership equivalent to that issued by the City to Continental Cablevision of St. Paul, Inc. You further stated that if such a franchise were issued, Nor-West

would seek a Certificate of Confirmation from the Minnesota Cable Communications Board.

From the inception of the franchising process, the City has made it clear that any franchise ultimately issued by the City would be "non-exclusive," as you appear to recognize in your letter of December 28. For example, at page 1 of the Request for Proposals, the city invites proposals for a "15-year, non-exclusive cable communications franchise," and both the July 29, 1983, City Council resolution and the Franchise Ordinance now before the Cable Communications Board award a "non-exclusive" franchise to Continental. The franchise, conditionally granted to Continental, is therefore non-exclusive, both in law and in fact. The City has reserved its right to grant one or more additional franchises at such time, if ever, as it might wish to do so.

However, please be advised that the City considers it inappropriate to consider awarding an additional franchise to Nor-West at the present time. Even though Nor-West here requests a franchise, in court Nor-West is contending that a franchise is unnecessary. The Actions brought by Nor-West at the Cable Communications Board and against the City in Federal Court challenge the validity of the entire franchising process and result, as well as the capabilities and integrity of selected City officials, employees, and consultants.

The City has confidence in the validity and integrity of its process, but under the adversarial conditions created by your client the City of Saint Paul declines to consider the desirability of granting a franchise to Nor-West at this time. When the issues presented by the

pending complaints are resolved, the City may then find it appropriate to consider additional franchises.

Very truly yours,

ROBINS, ZELLE, LARSON & KAPLAN

/s/ Ernest I. Reveal
Ernest I. Reveal

EIR:ah

cc: Peter H. Grills, Esq.
Ronald L. Haskvitz, Esq.

APPENDIX 14

NOR-WEST'S APPLICATION

NOR-WEST CABLE COMMUNICATIONS PARTNERSHIP

SUMMARY OF PROPOSAL

Cable has been long in coming to St. Paul. By waiting, however, St. Paul has embraced a unique opportunity.

The entertainment features which cable can offer are well known to citizens of St. Paul. Clearly, this one-way programming will be accepted with great enthusiasm. But a new frontier in communications is now being forged. Advances in deregulation and computer technology have created opportunities for using broadband cable systems as an important medium for helping homes, businesses, government, and public institutions interact with one another – two-way communications.

Communications increasingly takes the form of not only voice, but computer interchange, video conferencing, facsimile, security monitoring, and remote building maintenance systems as well. The ever-increasing popularity of computers and word processing has made data interchange a key form of communications. And broadband cable has become the backbone of such data communications.

Despite the excitement generated by franchising promises, the cable television industry has only peripherally participated in the broadband cable communications revolution. Most broadband facilities transmitting

data have been geographically limited to building complexes. Yet the technology is here today to extend the broadband revolution to an entire metropolitan area – homes, schools, government institutions and businesses.

St. Paul's Role in the Broadband Communications Revolution

With considerable vision, St. Paul has requested a cable communications system that can bridge and combine the worlds of entertainment and computer communications on a City-wide basis. The City's unique challenge seeks to make the full communications potential of cable a reality.

By furnishing better and more cost efficient communications, the City has recognized that cable can help attract new businesses and come to serve as a telecommunications hub for the Twin Cities metropolitan region. Further, cable can significantly reduce the cost and enhance the effectiveness of local government.

It is easy to become carried away with the potential of cable. In other communities, pie-in-the-sky promises have led only to subsequent disillusionment and resentment when the services delivered fell far short of the overly optimistic pledges made by some companies.

The challenge is to prepare a plan that is both farsighted and realistic. Nor-West Cable Communications Partnership, a unique company in its own right, has prepared a comprehensive plan to achieve the City's own unique objectives. It is a plan that melds both the world of entertainment cable and the high-technology world of communications.

The plan is based on partnerships – within Nor-West, between Nor-West and the City, between Nor-West and the community, and between Nor-West and the MetroVision, and other telecommunications experts.

The Nor-West Partnership

Nor-West Cable Communications Partnership is a cable company wholly owned and controlled by local citizens. Nor-West's partners have pledged to place substantial capital, at risk, to build the community's cable system.

Beyond that commitment of capital is the commitment of each Nor-West partner to assume unlimited liability for the financial success of the venture. In effect, each of Nor-West's partners has personally guaranteed St. Paul that Nor-West will deliver on the promises contained in this application. That pledge represents the highest level of financial responsibility possible.

Elsewhere, citizens have come together with the objective of providing a superior level of cable for their communities. The result often has been less than ideal – manifesting itself in the form of "rent-a-citizen" programs, where the local investor becomes merely a minor partner in a major national company with little influence and little money at risk, and therefore little influence in the system.

Ownership, Control and Management

Nor-West brings to bear a unique depth of management experience. The partners know, understand, and are

concerned about the City of St. Paul and the welfare of its residents. Nor-West's Managing General Partner, Mr. Mark Van Loucks, is an experienced executive with substantial background in national cable television operations.

MetroVision, Inc. the manager of the Nor-West system, is well recognized as one of the leading cable television operators in the nation. Bertman Corporation, Nor-West's advisor on communications uses of cable, is unique in the industry in its technical expertise regarding data communications uses of cable and videotex applications.

Nor-West has produced a unique blend of local ownership and control, national cable television experience, and in-depth experience in communications uses of cable television networks.

Our partners will control the operation of the cable television system. To assure substantial control by St. Paul residents, the partnership has granted each partner, regardless of ownership, one vote where major decisions are under consideration with respect to senior system management and for major programming changes. Thus, Nor-West's partnership is multi-dimensional and unique.

Partnership for Entertainment

Nor-West will bring the best entertainment services to St. Paul, including virtually every premium and satellite programming service available today and currently planned for the future. Universal service will be provided free. Basic service will cost only $6.00 per month, with a

33 1/3 percent reduction for citizens of limited financial means. Popular premium services, such as Home Box Office and The Movie Channel, will cost $8.75 per month. Also, we will offer a $3.00 entertainment package featuring the best in satellite delivered programming. We have pledged to hold our competitive rates constant for three years. The buying power of MetroVision, passed along to Nor-West and its subscribers, produces substantial savings and helps us retain this stable price structure.

Cable brings a new feature to video programming – the ability of parents to restrict what their children watch. Nor-West's system offers full control to parents through a programmable channel lock-out system, utilizing the best technology available.

Nor-West also will make available to the handicapped, free of charge, remote control channel selectors.

Most responsible companies will offer similar video entertainment programming services at comparable charges. After all is said and done, there is limited differentiation possible. All companies must access the same satellites and purchase the same programming. And there are only so many television channels that appeal to the consumer before video shock sets in.

Thus, entertainment programming is but the departure point for Nor-West's cable system for St. Paul.

Partnership for Innovative Technical Design and Two-Way Communications

The most important element of Nor-West's proposal is the capability to provide a full array of communications services to *every home, business, school and government installation* in the City.

The traditional entertainment oriented cable system design provides only low-frequency home to headend transmission, greatly restricting the number and type of signals that can be transmitted. Since the same frequencies are used by citizens band and other services, the interference problem greatly limits the usefulness of this service. Our design totally overcomes this serious technical limitation.

Two-way interactive services will be able to teach homebound children, allow people to work at home and shop and bank from home. The system also will permit subscribers to originate video from the home, although the number of users at any one time would be limited. The system will provide businesses with high-speed data transmissions, video conferencing, and remote control of heat, air-conditioning and security systems. And it will allow government to efficiently provide traffic control, among other options.

Our IRIS videoconferencing system provides portable split-screen teleconferencing, allowing several parties to talk simultaneously, seeing each other on a segmented or split-screen image.

It is not enough simply to transform cable into a communications medium. Other communities have established such institutional networks, usually serving only a

limited part of their total metropolitan area. If the network even reached the home residence at all, the technical limitations impeded the ability of the home subscriber to communicate. Typically, the subscriber had many channels coming into the home, but few "noisy" channels going out.

Nor-West has overcome that technical hurdle by proposing a dual subscriber network, serving *every location* in the City, where the second cable is a mid-split design which provides equal channel capacity in both directions. This is our key to offering true broadband communications services to the home. Signals transmitted from the home are switched at our system headend for retransmission at other locations. Our system is analogous to an extremely wide-band telephone network which transmits not data from the home, even including video.

To keep our system technically up-to-date, we have set aside a separate R & D budget which totals nearly $1,200,000 over the term of the franchise. The Bertman Corporation will provide continuing R & D assistance.

Our system design uses fiber optic transmission to interconnect our headend to the hubs. This forward looking approach produces tremendous interconnect capacity, helping to make broadband home-to-home service a near-term and practical reality.

The design also incorporates a fully addressable system using the best converter available, Zenith's Z-TAC unit. With addressability, we can offer pay-per-view programming ordered up over telephone. The same technology will let St. Paul organizations conduct private

meetings via television with reception restricted specifically to their numbers.

Our system is designed for 500 MHz technology and employs double and triple redundancy on all critical components. With our construction schedule, plant will be complete and all subscribers served within 30 months of construction start. And, we will begin construction within six months of certification.

Partnership with City Government

Developing St. Paul's two-way communication system will require an active partnership between the City and telecommunications professionals who know the reality and limitations of today's technologies. Solid engineering and planning is imperative if St. Paul is to avoid the pitfalls that have befallen other localities.

Nor-West has responded to the City's initiative by offering the necessary technical resources. Upon award of the franchise, Nor-West will provide not only its own technical staff, but also will enlist the support of outside experts, such as MetroVision and Bertman Corporation, to provide the type of in-depth planning necessary to bring exciting ideas to practical fruition.

Equipment such as data modems, traffic control computers, and voice trunking equipment will be needed to supplement technical expertise. Such equipment is expensive. Most cities have been very reluctant to invest in technologies with which they are unfamiliar. Nor-West will provide a $200,000 fund from which the City can draw to purchase the equipment needed to support the

services selected. But equipment without technical support is meaningless. Therefore, the Nor-West will give the city critical technical assistance through providing $150,000 of engineering and planning services for the study of data communications, voice trunking, videotex, energy management, traffic control and others.

Thus, Nor-West will bypass the barrier of promises which never seem to be fulfilled. To supplement our mechanisms for providing technical assistance and purchasing equipment. Nor-West will provide an additional fund of $50,000 with which to wire key government buildings. Without costly wiring, services cannot be delivered.

To help support the City's developmental data base effort, we will pay the City $ .50 per month for each videotex and data communications home subscriber. We project this to total $2,870,000 over the term of the franchise. In such a way, Nor-West and St. Paul will become partners in developing home interactive services.

As an additional measure of assurance, our partners have written into their partnership agreement that the City will have the first right of refusal to purchase the cable system, should Nor-West ever sell its assets to another party. Should the City decline to purchase the system, it still will be afforded 5% of the net purchase price. This could produce from $3-6 million additional benefit to St. Paul.

Partnership With the Community

Nor-West is keenly aware of the role that the St. Paul Cable Cooperative has played in the evolution of cable in

the City. When putting together our proposal, a key element has been the development of a role for the Cooperative through their providing local origination programming under contract with Nor-West. Our discussions have matured to the point of receiving a proposal from the Cooperative, which we believe will produce a formal agreement, upon award of the franchise. We would like to bring the Co-op into our partnership concept.

Nor-West's local origination and access proposal is not drawn from the shelf. Our company is eager to see cable utilized for local programming purposes, especially for teleconferencing, which will tie together groups and individually serve the seventeen planning districts. Nor-West has offered to give one percent of its gross revenues, estimated at $5,180,000 over the life of the franchise, to the seventeen St. Paul Planning Districts, to help provide them a reliable source of funding.

The labor movement has been a hallmark of St. Paul through most of its history. We want to participate in the progressive movement that has been tradition in St. Paul and have signed a union agreement, even prior to submitting this application.

Equal opportunity and affirmative action are other St. Paul traditions. Our program is intended to aggressively fulfill the letter of the law as well as the spirit in which the law was created. We will attract and train St. Paul minorities with genuine affirmative action. (Indeed, this application marks an important milestone in cable television. We believe that it is the first time a major city

cable television system has been designed by a female engineer, Ms. Ann R. Muller.)

Nor-West has pledged to make maximum feasible use of local resources for employment, purchasing, and contracting.

It is our belief, for example, that cable communication systems should serve to *support* local companies, not take business from them. To that end, we have proposed to encourage access to our system and work with local alarm companies in St. Paul.

Further, 3M will provide much of the home data communications equipment. Our partners live in the community and have a direct concern with its economic development. Even our financing comes from a local bank, The First National Bank of St. Paul. The purchase and profits generated by the cable system are intended to *remain in the community* – to benefit the community.

Teleport/St. Paul

St. Paul has mandated the construction of a satellite uplinking facility. Elsewhere, the typical facility has consisted of one or perhaps two earth stations, lacking the technical capacity to become a truly viable economic entity supportive of the community. At best, such a facility may become a financial burden on the home subscriber.

Nor-West has gone one step beyond the City's request for a satellite facility and has suggested that Teleport/St. Paul be developed as an integrated part of the City's cable communications system.

A Teleport is major facility with may different antennae, which can access virtually all communications satellites. Complex switching and gateway equipment is included. Such a project is now under development in New York City as a co-venture between Merrill Lynch and the Port Authority of New York and New Jersey.

Nor-West's partners have proposed to fund a feasibility study of $150,000 to evaluate the development of Teleport/St. Paul, and will invest a minimum of $500,000 and up to $1 million in that project, pending a favorable report. The remaining $1-1.5 million of funding would be obtained from a number of sources, perhaps drawing upon economic development resources.

Teleport/St. Paul could help turn the City into a communications hub of the Twin Cities metropolitan region. At a minimum, it would provide a true communications role for the cable communications network proposed by Nor-West.

Local Origination and Public Access Support

It is Nor-West's intention to engage the St. Paul Cable Cooperative to provide programming staff. We will help train Co-op staff in the use of equipment which we provide.

Our commitment to programming is substantial. It includes a $100,000 capital grant to help the education community upgrade their equipment and a second $100,000 access grant to assist the access community.

We expect to have 31 access and origination staff members by year 5 of operation. We will pay $100,000 per year total to SPIAC and SPCAC.

Our local origination equipment includes a $225,000 studio, a $155,000 mobile van and a $15,000 audio studio.

The separate access facilities include a $225,000 studio, a $10,000 editing suite, $45,000 of portapak equipment, a $50,000 mobile van and $28,000 in IRIS teleconferencing units.

A Strong Financial Commitment

A combined entertainment and communications broadband network is a costly undertaking. Nor-West's partners will invest up to $39 million in system construction during just the first three years. Substantial additional investment is contemplated during the lifetime of the franchise.

This investment is backed up by a $40 million bank letter from the National Bank of St. Paul. But the strongest commitment is that of the partners themselves, who are personally and individually liable to meet the financial needs of the partnership.

An Evolving Cable Communications System Through Partnerships

Nor-West's cable system will remain up-to-date, with a plan for continuing research and development supported by our own resources and supplemented by those of our manager, MetroVision.

Not only will Nor-West gain experience and technology through MetroVision, we will also avail ourselves of their considerable buying power, whose savings will be passed along to Nor-West and its customers.

The ultimate objective is to provide St. Paul with a visionary, realistic cable communications system that serves today's needs and can grow to meet future requirements. Through partnerships, St. Paul's cable communications system will continue to evolve to meet that promise.

Our plan is exciting and realistic. It is supported by the personal pledge of every Nor-West partner, the support of MetroVision as Nor-West's system manager, and backed by the technical resources of some of the same people who pioneered the data communications revolution. Nor-West is a true partnership of local citizens who propose to bring to their community an uncommon and exciting combination of entertainment and information exchange via cable.

NOR-WEST CABLE
SERVICE AND CHANNEL OFFERINGS

UNIVERSAL SERVICE

Cable Channel	Service
1	DATA
2	KTCA-TV
3	WTBS-TV
4	WCCO-TV
5	KSTP-TV
6	Regional Interconnect
7	Cable Guide
8	WGN-TV
9	KMSP-TV
10	Weather Radar/Storm Alert
11	WTCN-TV
12	Community Bulletin Board
13	School Bulletin Board
*14	Reserved
*15	Reserved
*16	Reserved
17	KTCI-TV
18	Community Programming
19	Handicapped Access
20	Public Access
21	Government Access
22	Educational Access
23	Educational Access
24	Educational Access
25	Minority Access
26	Health Access
27	Senior Citizen Access
28	Ecumenical Access
29	WFBT-TV
30	Arts & Culture Access

31	Leased Access
32	Leased Access
*33	Reserved
*34	Reserved
*35	Reserved
*36	Reserved

BASIC SERVICE

Cable Channel	Service
*37	Buena Vision Channel
38	Spanish International Network
39	Black Entertainment Television
*40	The Channel Black
*41	The SILENT Network
42	Cable Health Network
43	Nickelodeon/Arts
*44	KidVid Network
45	ACSN – The Learning Channel
46	Modern Satellite Network
47	Satellite Program Network
48	Daytime
49	The Weather Channel
50	C-Span
51	Cable News Network I
52	Cable News Network II
53	Satellite News Channel I
54	Satellite News Channel II
55	Financial News Network
56	Dow Jones Cable News
*57	Video Mail Order
58	PTL/Trinity/CBN
59	Eternal Word/Nat'l. Jewish TV
60	DATA
61	DATA

PREMIUM SERVICES

Cable Channel	Service
62	Pay-Per-View
63	Pay-Per-View
64	Pay-Per-View
65	Home Box Office
66	Cinemax
67	Showtime
68	The Movie Channel
69	Galavision
70	Disney Channel
*71	Getty Sports Channel
*72	Reserved For Future Use

ENTERTAINMENT PACKAGE

Cable Channel	Service
73	ESPN
74	MTV
75	Nashville Network
76	Apollo Entertainment TV
77	Rock 24
*78	Pop Network
*79	Cable Newspaper
80	Biznet
81	Reuters News View
82	UTV Cable Network
83	USA Network
*84	Reserved
*85	Reserved
*86	Reserved
*87	Reserved
*88	Reserved

*Future Services

NOR-WEST CABLE COMMUNICATIONS
PARTNERSHIP RATE SCHEDULE FOR
THE ST. PAUL SYSTEM

RESIDENTIAL SERVICES:	FIRST SET RATE	SECOND SET RATE	INSTALLATION FEE
UNIVERSAL	FREE	FREE	$ 20.00(1)
BASIC	$ 6.00(2)	4.75	20.00(2.3)
REMOTE CORDLESS FEATURE	1.75(4)	1.75(4)	20.00(5)
A/B SWITCH	FREE(6)	FREE(6)	FREE(6)
DELUXE FM (WITH TV)	3.50	N/A	20.00(3)
(SEPARATE)	4.50	N/A	20.00(3)
ENTERTAINMENT PACKAGE	3.00	FREE	5.00(7)
ANY PREMIUM SERVICE: HBO, SHOWTIME, CINEMAX, MOVIE CHANNEL, GALAVISION, DISNEY CHANNEL, GETTY SPORTS	8.75	FREE	5.00(7)
PAY-PER-VIEW	VARIABLE	FREE	FREE
PLAY CABLE	11.00	N/A	20.00
TEXT INTERACTIVE	7.50	N/A	35.00
BANK-AT-HOME	VARIABLE	N/A	N/A
TRANSACTIONS SERVICES	VARIABLE	N/A	N/A
DATA TRANSMISSION	40.00	N/A	35.00

MAXIMUM VISIT CHARGE	N/A	N/A	20.00(8)
CONVERTER DEPOSIT	N/A	N/A	NONE(9)

NOTES:

(1) THE INSTALLATION CHARGE FOR UNIVERSAL SERVICE WILL BE BILLED IN FOUR INSTALLMENTS OF $5.00 DURING THE FIRST FOUR MONTHS OF SERVICE.

(2) BASIC SERVICE SHALL BE MADE AVAILABLE TO ELDERLY AND HANDICAPPED PERSONS WITH A SHOWING OF FINANCIAL NEED AT A CHARGE OF $4.00 PER MONTH WITH INSTALLATION FEE WAIVED.

(3) INSTALLATION CHARGES WILL BE WAIVED FOR PERIOD OF 60 DAYS IN EACH NEW SECTION WHERE CABLE SERVICE IS INITIATED FOR BASIC AND FM SERVICE ONLY.

(4) INFRARED REMOTE CONTROL CONVERTERS SHALL BE MADE AVAILABLE FREE OF CHARGE TO HANDICAPPED AND DISABLED SUBSCRIBERS.

(5) SEPARATE VISIT ONLY.

(6) A/B SWITCHES WILL BE PROVIDED TO ANY SUBSCRIBER FREE ON REQUEST.

(7) THERE WILL BE A $5.00 TRANSACTION CHARGED FOR THE ORDERING OF ONE OR MORE PREMIUM SERVICES AT ANY ONE TIME.

(8) THE MAXIMUM VISIT CHARGE (RELATING TO UNIVERSAL OR BASIC SERVICE ONLY) SHALL BE $20.00.

(9) CONVERTER DEPOSITS WILL NOT BE CHARGED INITIALLY. HOWEVER, THE COMPANY RESERVES THE RIGHT TO CHARGE CONVERTER DEPOSITS SHOULD EXPERIENCE PROVE THAT LOSSES ARE OTHERWISE EXCESSIVE. INTEREST AT THE RATE OF 6% PER ANNUM WILL BE PAID ON ANY SUCH CHARGE AND THE CHARGE WILL NOT EXCEED THE REPLACEMENT COST OF THE EQUIPMENT.

APPENDIX 15

CLERK'S NOTICE

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA
THIRD DIVISION

CIVIL CASE NO:
3-83-1228

Clerk's Notice under Rule 77(d)
Federal Rules of Civil Procedure

DATE: 11-18-83

NOR-WEST CABLE

Plaintiff,

vs.

CITY OF ST. PAUL

Defendant

You are hereby notified that the following was filed this date in the above mentioned action.

ORDER (Short-M; 11-15-83) Mo. to stay consideration of the mo. to intervene as deft. denied; mo. to intervene as deft. granted; applicant for intervention Continental Cablevision of St. Paul granted leave to file answer.

ORDER (Short-M; 11-17-83) Deft. City of St. Paul's mo. to stay proceedings granted in part: all proceedings in this action stayed until March 1, 1984 or until Cable Board issues certificate of confirmation; Deft. City of St. Paul/deft. Continental Cablevision directed to use best efforts to expedite issuance of final order by Cable Board;

stay shall not be deemed to have any impact on economic damages claimed by pltff

WILLIAM S. ROSEN
0116 Conwed Tower
444 Cedar St.
St. Paul, MN 55101

RONALD L. HASKVITZ
1250 Builders Exchange Bldg
609 2nd Ave. So
Mpls., MN 55402

ROBERT E. HESS, Clerk
By /s/MA Deputy

EDWARD STARR
City of St. Paul
City Attorney
St. Paul, MN 55101

ELLIOT S. KAPLAN
1210 Minnesota Bldg
St. Paul, MN 55102

APPENDIX 16

LETTERS FROM NOR-WEST

LAW OFFICES OF
FARROW, SCHILDHAUSE, WILSON & RAINS

[Letterhead Omitted In Printing]

December 5, 1983

Honorable George Latimer, Mayor
Members of the City Council
City of St. Paul
St. Paul City Hall
St. Paul, Minnesota 55102

Dear Mayor Latimer and Members of the City Council:

Nor-West Cable Communications Partnership hereby respectfully requests the City of St. Paul to issue to it a cable television franchise on terms at least as favorable as the terms and conditions of the franchise recently issued by the City to Continental Cablevision of St. Paul, Inc.

You will recall that the City Council of St. Paul found that the Proposal submitted by Nor-West not only satisfied every requirement of the City's Request for Proposals, but also was the best proposal submitted to the City. Nor-West continues to offer to meet all of the lawful requirements, as well as to meet the lawful requirements contained in the franchise issued to Continental Cablevision. It is expressly understood by Nor-West that its franchise will be non-exclusive, i.e., in addition to the franchise issued to Continental Cablevision. Nor-West does not seek an exclusive franchise from the City.

Upon the issuance of a franchise identical to that issued to Continental Cablevision, Nor-West will seek

from the Minnesota Cable Communications Board a certificate of confirmation, expressing there its full intention and preparedness to satisfy all lawful requirements in the franchise.

We trust the City of St. Paul has no intention of issuing an exclusive franchise to Continental Cablevision, especially where state and federal law require that cable television franchises be non-exclusive in word and deed. This request provides the City with an excellent opportunity to demonstrate its understanding of the meaning of "non-exclusive."

We look forward to your prompt response to this request.

Very truly yours,

FARROW, SCHILDHAUSE, WILSON & RAINS

/s/ Harold R. Farrow
Harold R. Farrow

HRF/ct

cc: Mr. Robert A. Brunig
Mr. Edward Starr
Mr. Ernest I. Reveal
Mr. Ronald L. Haskvitz

LAW OFFICES OF
FARROW, SCHILDHAUSE, WILSON & RAINS

[Letterhead Omitted In Printing]

December 28, 1983

Ernest I. Reveal, Esq.
Robins, Zeele, Larson & Kaplan
1210 Minnesota Building
46 East Fourth Street
St. Paul, Minnesota 55101

Dear Mr. Reveal:

Your attention is respectfully directed to the enclosed copy of a letter dated December 5, 1983 from our office, on behalf of Nor-West Cable Communications Partnership, to Mayor Latimer and the Members of the City Council of the City of St. Paul. (A copy of this letter was previously mailed to you on December 5, 1983.) Your attention is also respectfully directed to the enclosed copy of a reply on behalf of the City of St. Paul, dated December 19, 1983, requesting that we direct our inquiries to you.

This letter formally requests that the City of St. Paul, or you on its behalf answer our letters of December 5, 1983. Nor-West Cable Communications Partnership respectfully requests the City of St. Paul to issue to it a cable television franchise on terms equivalent to, and at least as favorable as, the franchise issued by the City to Continental Cablevision of St. Paul, Inc.

Nor-West Cable Communications Partnership does not seek an exclusive franchise from the City of St. Paul. The franchise issued by the City of St. Paul to Continental Cablevision of St. Paul, Inc., is a non-exclusive franchise. There is, therefore, no legal or practical obstacle to the issuance by the City of St. Paul of a second franchise to Nor-West. This is especially true because the City Council of St. Paul found that the proposal submitted by Nor-West not only satisfied every requirement of the City's Request for Proposals, but also was the *best* proposal submitted to the City. Nor-West continues to offer to meet all the lawful requirements of the Request for Proposals,

as well as all of the lawful requirements contained in the franchise issued to Continental Cablevision.

Upon the issuance of a franchise equivalent to that issued by the City to Continental Cablevision, Nor-West will seek from the Minnesota Cable Communications Board a certificate of confirmation, expressing there its full intention and preparedness to satisfy all lawful requirements in the franchise.

We trust that, as the law of the State of Minnesota expressly forbids the issuance of exclusive cable television franchises, you will take particular pains with your client, in answering this request, to insure that the spirit of the law, as well as its letter is scrupulously observed.

We feel certain that the State of Minnesota, in expressly forbidding exclusive cable television franchises, did not intend to condone a process whereby a city, using semantics and subterfuges, can purport to issue a non-exclusive franchise but instead issue a *de facto* exclusive franchise as a reward for the willingness of a chosen cable television monopolist to curry favor with political officials through donations of cash, equipment and services and a willingness to accept abject surrender of its First Amendment freedoms.

This request provides the City of St. Paul with an excellent and timely opportunity to demonstrate its understanding of the meaning of the term "non-exclusive," and its committment to equity, ethic and morality.

We would appreciate the courtesy of a reply on or before January 11, 1984.

Yours very truly,

FARROW, SCHILDHAUSE, WILSON & RAINS

/s/ Harold R. Farrow
Harold R. Farrow
Attorneys for Nor-West Cable Communications Partnership

HRF/ct
Enclosures

APPENDIX 17
INDEMNIFICATION AGREEMENTS

* * *

f. All insurance policies maintained pursuant to this franchise shall contain the following endorsement:

> "It is hereby understood and agreed that this insurance policy may not be cancelled nor the intention not to renew be stated until sixty (60) days after receipt by the City, by registered mail, of written notice of such intention to cancel or not to renew."

g. Nothing in this franchise shall relieve any person from liability arising out of the failure to exercise reasonable care to avoid injuring the Company's facilities while performing any work connected with grading, regrading or changing the line of any street or public place or with the construction or reconstruction of any sewer or water system.

SECTION 19. INDEMNIFICATION

Company shall, at its sole cost and expense, fully indemnify, defend and hold harmless the City, its officers, boards, commissions and employees against any and all claims, suits, actions, liability and judgments for damages (including but not limited to reasonable expenses for outside legal fees and disbursements and liabilities assumed by the City in connection therewith):

a. To persons or property, in any way arising out of or through the acts or omissions of Company, its servants, agents or employees or to which Company's negligence shall in any way contribute;

b. Arising out of any claim for invasion of the right of privacy, for defamation of any person, firm or corporation, or the violation or infringement of any copyright, trademark, trade name, service mark or patent, or of any other right of any person, firm or corporation (excluding claims arising out of or relating to City or access programming);

c. Arising out of Company's failure to comply with the provisions of any federal, state, or local statute, ordinance or regulation applicable to Company in its business hereunder;

d. Arising out of any claim wherein damages or any other relief is sought as a result of the City's cable communications franchising procedure or as a result of the awarding of the cable communications franchise, or as a result of City's failure to award the franchise to any other person, partnership, corporation or other legal entity. The indemnification provided for herein shall not extend or apply to any acts of the City constituting a violation or breach by the City of the contractual provisions of the franchise ordinance, unless such acts are a result of the order of a court or administrative agency or are caused by the act or acts of Company; and

e. In the event that the City awards any additional cable communications franchise in any future franchise process to a firm other than Company, then Company agrees that it will not bring, nor cause to be brought, any action, suit or other proceeding claiming damages, or seeking any other relief against City, its officials, officers, boards, commissions, employees or agents for any award of a franchise made in conformity with Chapter 238 of

Minnesota Statutes and the Rules of the Minnesota Cable Communications Boards.

The City shall give Company reasonable notice of the making of any claim or the commencement of any action, suit or other proceeding covered by the provisions of this section. The Company shall cooperate with the City in the defense of any such action, suit or other proceeding at the request of the City; however, in the absence of such request, nothing herein shall be deemed to prevent the Company from cooperating with the City and participating in the defense of any litigation by its own counsel at the Company's cost and expense. Such cost and expense shall include, but not be limited to, fees for outside attorneys and special consultants.

No recovery by the City of any sum by reason of the Letter of Credit required in Article I, Section 17, shall be construed as any limitation upon the liability of the Company to the City under the terms of this section, except that any sum so received by the City shall be deducted from any recovery which the City might have against the Company under the terms of this section. The provisions of this section shall not be dependent or conditioned upon the validity of this ordinance or the validity of any of the procedures or agreements involved in the award or acceptance of the franchise, but shall be and remain a binding obligation of the City and Company even if this ordinance, any part hereof, or grant of the franchise is declared null and void in a legal or administrative proceeding. It is expressly the intent of Company and City that the provisions of this section shall survive any such declaration and shall be a binding obligation of and shall

inure to the benefit of the Company and City and their successors and assigns, if any.

It is the purpose of this section to provide maximum indemnification to the City under the terms set out herein and, in the event of a dispute as to this section, it shall be construed, to the greatest extent permitted by law, to provide for the indemnification of the City by Company.

SECTION 20. SERVICE OF PROCESS AND CONSENT TO JURISDICTION

The Company shall designate an agent within the City upon whom process against it may be served on behalf of the City or any other party in enforcing this franchise or in asserting any other right or claim. The Company, for such purposes, and any other purposes, hereby consents to, and submits to, the laws, jurisdiction and Courts of the State of Minnesota.

SECTION 21. DEBT FINANCING

The Company shall make a good faith effort to obtain debt financing for construction and operation of the St. Paul cable communications system from the Port Authority of the City of Saint Paul, provided that the terms and conditions for such debt financing are as favorable to the Company as those available to the Company from other lending sources.

SECTION 22. PUBLIC STOCK OFFERING

a. The Company shall make available for purchase by St. Paul residents and non-profit organizations twenty percent

* * *

INDEMNITY AGREEMENT

INDEMNITY AGREEMENT made this 14th day of November, 1983 by and between Continental Cablevision of St. Paul, Inc., a Minnesota corporation, party of the first part, hereinafter called "Indemnitor", and the City of Saint Paul, a Minnesota municipal corporation, party of the second party, hereinafter called "Indemnitee",

WITNESSETH:

WHEREAS, the City of Saint Paul has awarded to Continental Cablevision of St. Paul, Inc. a franchise for the operation of a cable communications system in the City of Saint Paul (hereinafter referred to as "franchise"); and

WHEREAS, Continental Cablevision of St. Paul, Inc. is a wholly owned subsidiary of Continental Cablevision, Inc.; and

WHEREAS, the Indemnitee now requires that it be indemnified with respect to all claims and actions arising from the award of said franchise, the operation of said franchise, the enactment of any amendments to said franchise, and from all processes or procedures leading to the enactment of amendments to said franchise,

NOW, THEREFORE, in consideration of the foregoing premises and the mutual promises contained in this

agreement and in consideration of the payment to Indemnitor of One Dollar ($1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, the Indemnitor hereby agrees, at its sole cost and expense, to fully indemnify, defend and hold harmless the Indemnitee, its officers, boards, commissions, employees and agents, against any and all claims, suit, actions, liabilities and judgments for damages (including, but not limited to, expenses for reasonable legal fees and disbursements assumed or incurred by the Indemnitee in connection therewith) arising out of any claim wherein monetary damages of any kind, including punitive, or any other legal or equitable relief is sought as a result of the Indemnitee's cable communications franchising procedure and/or as a result of the awarding of the cable communications franchise and/or as a result of the Indemnitee's failure to award the franchise to any other person, partnership, corporation or other legal entity and/or as a result of the operation of the franchise by Indemnitor and/or as a result of the enactment of the franchise ordinance and/or any amendments to the franchise ordinance and/or as a result of any processes or procedures leading to the enactment of the franchise and/or any amendments thereto. Indemnitor also agrees to indemnify and hold Indemnitee, its officers, boards, commissions, employees and agents harmless from any monetary damages of any kind, including punitive, or other legal or equitable relief. The indemnification provided for herein shall not extend or apply to any acts of the Indemnitee constituting a violation or breach by the

Indemnitee of the contractual provisions of the franchise ordinance, unless such acts are the result of the order of a court or administrative agency or are caused by the acts of Indemnitor.

In the event that the Indemnitee awards any future cable communications franchise to a firm other than Continental Cablevision of St. Paul, Inc., then the Indemnitor agrees that it will not bring or cause to be brought, any action, suit or other proceeding claiming damages, or seeking any other relief against Indemnitee, its officers, boards, commissions, employees and agents for any award of a franchise made in conformity with Chapter 238 of the Minnesota Statutes, the Rules of the Minnesota Cable Communications Board and other applicable law.

The indemnitee shall give Continental Cablevision of St. Paul, Inc. reasonable written notice of the making of any claim or the commencement of any action, suit or other proceeding covered by this agreement. The Indemnitee shall cooperate with the Indemnitor in the defense of any such action, suit or other proceeding at the request of the Indemnitor. The Indemnitee shall consult with and obtain a concurrence of the Indemnitor, which shall not unreasonably be withheld, before entering into any settlement. The Indemnitee reserves the right to make a final determination. Nothing herein shall be deemed to prevent the Indemnitee from participating in the defense of any litigation by its own counsel at the Indemnitor's cost and expense. Such cost and expense shall include the reasonable value of any service rendered by the City Attorney or his assistants or any employee of the Indemnitee or its agents, including retained counsel,

and shall also include all costs associated with any litigation.

Indemnitor shall pay Indemnitee or its agents all costs and expenses of Indemnitee or its agents for claims arising under this agreement within thirty (30) days after a statement is tendered to Indemnitor by Indemnitee or its agents. Costs and expenses of Indemnitee or its agents are payable by the Indemnitor irrespective of the outcome of any litigation. Indemnitor shall also pay any monetary damages assessed against Indemnitee or reimburse Indemnitee for any monetary damages assessed against Indemnitee and paid by Indemnitee. In the event Indemnitee or its agents accrue or pay any monetary damages on behalf of Indemnitor, Indemnitor shall pay Indemnitee for all monetary damages, accrued or paid by indemnitee within thirty (30) days after a statement has been tendered to Indemnitor by Indemnitee or its agents. If Indemnitor fails to pay Indemnitee's monetary damages, costs and expenses within thirty (30) days after a statement is tendered, any unpaid balance will accrue interest at the maximum allowable interest rate provided by the law of the State of Minnesota. Indemnitor further agrees to pay Indemnitee for any costs and expenses associated with the collection of any monetary damages, costs and expenses not paid within thirty (30) days after a statement is tendered to Indemnitor by Indemnitee or its agents.

The provisions of this agreement shall be in addition to and independent of any other similar provision contained in the cable communications franchise ordinance to be enacted by the City of Saint Paul or any other agreement of the parties hereto. The provisions of this

agreement shall not be dependent or conditioned upon the validity of the cable communications franchise ordinance or on the validity of any of the procedures or agreements involved in the award or acceptance of the franchise, or amendments thereto, but shall be and remain a binding obligation of the parties hereto, even if the cable communications francise ordinance or the grant of the franchise is declared null and void in a legal or administrative proceeding. Nothing herein shall be construed to entitle Continental Cablevision of St. Paul, Inc. to any greater or different rights with respect to the franchise than such rights it may have by virtue of the cable communications franchise ordinance or any agreements involved in the award or acceptance of the franchise, or amendments thereto.

It is the purpose of this agreement to require Indemnitor to provide maximum indemnification to Indemnitee under the terms set out herein and, in the event of a dispute as to the meaning of this Indemnity Agreement, it shall be construed, to the greatest extent permitted by law, to provide for the indemnification of the Indemnitee by Indemnitor. This agreement shall be a binding obligation of and shall inure to the benefit of the parties hereto and their successors and assigns, if any.

Dated: November 14, 1983.

Approved as to form
and execution:

/s/ Edward P. Starr
Edward P. Starr
City Attorney

CONTINENTAL
CABLEVISION OF
ST. PAUL, INC.

By: /s/ A. Hostetter Jr.
Its PRESIDENT

CITY OF SAINT PAUL

By: /s/ George Latimer
Its Mayor

Attest:

/s/ Albert B. Olson
City Clerk

APPENDIX 18

EXCERPTS FROM MAGISTRATE'S ORDER OF AUGUST 13, 1987

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA
THIRD DIVISION

Nor-West Cable Communications,

Plaintiff,

v.

City of St. Paul, et al.,

Defendants.

Civil
3-83-1228

ORDER

This matter was before the undersigned United States Magistrate on June 3, 1987, upon plaintiff's motions to compel responses to interrogatories and to compel production of documents; upon defendants City of St. Paul's (City) and Continental Cablevision's (Continental) joint motion to compel answers to interrogatories and upon defendant Continental's motion to compel production of documents. The matter was also before the undersigned on July 8, 1987, and again on August 12, 1987, upon defendants' joint motion for sanctions. On June 3, 1987, plaintiff was represented by Ronald Haskvitz, Esq. and Stacy DeKalb, Esq.; the City was represented by Ernest Reveal, Esq. and Edward Starr, Esq.; Continental was represented by Robert Brunig, Esq. and Shawn Kennon, Esq. On July 8, 1987, plaintiff was represented by Ronald Haskvitz, Esq.; the City was represented by Ernest Reveal, Esq. and Kathleen Marron, Esq.; and Continental was represented by Robert Brunig, Esq. On August 12, 1987, plaintiff was represented by Harold Farrow, Esq.

and Ronald Haskvitz, Esq.; the City was represented by Ernest Reveal, Esq.

* * *

8. Defendants' motion for sanctions pursuant to Rule 37(b) is GRANTED;

9. Plaintiff, as a sanction pursuant to Rule 37(b) of the Federal Rules of Civil Procedure, shall pay to the City of St. Paul, the sum of $7,269,34, and to Continental the sum of $673.00, within ten (10) days from the date of this order;

10. Plaintiff is precluded from introducing at trial proof of any cable system or damages which does not fairly fall within the written expert submissions, which must be made in a timely fashion under the terms of the pretrial scheduling order; and

11. Plaintiff shall make its written expert submissions prior to the receipt of the documents from Continental which are the subject of Continental's motion now set for August 27, 1987. That motion hearing is therefore cancelled.

DATED: Aug 13, 1987.

/s/ Janice M. Symchych
JANICE M. SYMCHYCH
United States Magistrate

APPENDIX 19

ORDER OF FEB. 19, 1987

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA
THIRD DIVISION

NOR-WEST CABLE COMMUNICATIONS PARTNERSHIP, a general partnership,

Plaintiff,

v.

CITY OF ST. PAUL, a city of the First Class; and KALBA-BOWEN ASSOCIATES, INC., a corporation,

Defendants,

and

CONTINENTAL CABLEVISION OF ST. PAUL, INC.,

Defendant In Intervention.

3-83 CIV 1228

ORDER

(Filed Feb. 19, 1987)

This matter comes before the court upon the appeal of plaintiff Norwest Cable Communications Partnership from the order of Magistrate Janice M. Symchych dated January 29, 1987. Specifically, plaintiff objects to that portion of the magistrate's order dealing with expert witnesses and the discovery of their opinions, particularly sections 3(d), (e) and (f).

The court is familiar with the action based upon prior motions that have been heard by and ruled upon by the undersigned. The court has reviewed the notice of appeal, plaintiff's memorandum in support of the appeal,

and the memorandum of defendant City of St. Paul in response.

The order appealed from is clearly a non-dispositive order which can be set aside only if it is "clearly erroneous or contrary to law." *See* 28 U.S.C. § 636(b)(1)(A), Fed. R. Civ. P. 72(a), and Rule 16(2) of the Local Rules of this district. Based upon its review of the materials submitted, the court is satisfied that the magistrate's order is neither clearly erroneous nor contrary to law.

Upon the foregoing,

IT IS ORDERED That the plaintiff's appeal from the order of the magistrate dated January 19, 1987, is denied and the order of the magistrate is in all things affirmed.

DATED: February 18, 1987.

/s/ Donald D. Alsop
DONALD D. ALSOP
Chief U. S. District Judge

APPENDIX 20

ORDER OF SEPT. 18, 1987

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA
THIRD DIVISION

NOR-WEST CABLE COMMUNICATIONS PARTNERSHIP, a general partnership,

Plaintiff,

v.

CITY OF ST. PAUL, a city of the First Class,

Defendant,

and

CONTINENTAL CABLEVISION OF ST. PAUL, INC.,

Defendant In Intervention.

3-83 CIV 1228

ORDER

The above-entitled matter comes before the court upon plaintiff's appeal of Magistrate Janice M. Symchych's order dated August 13, 1987. Specifically, plaintiff objects to the magistrate imposing sanctions totaling $7,942.34 for failing to adequately supplement plaintiff's interrogatory response regarding details of plaintiff's proposed cable system, and for precluding plaintiff from offering evidence at trial of any cable system or damages which does not fairly fall within the written submissions of plaintiff's experts on these subjects.

The magistrate's ruling can be set aside only if it is "clearly erroneous or contrary to law." 28 U.S.C.

§ 636(b)(1)(A); Fed. R. Civ. P. 72(a); Local Rule 16(2). In addition, magistrates are afforded, by this court and other courts, broad discretion in resolving discovery disputes. *See, e.g., Detection Systems, Inc. v. Pittway Corp.*, 96 F.R.D. 152, 154 (W.D.N.Y. 1982).

It is the court's opinion that the magistrate's order dated August 13, 1987, is neither clearly erroneous nor contrary to law.

Based upon the record as presently constituted and the foregoing discussion,

IT IS ORDERED That plaintiff's appeal from the order of the magistrate dated August 13, 1987, is denied and the order of the magistrate is in all things affirmed.

DATED: September 18, 1987.

/s/ Donald D. Alsop
DONALD D. ALSOP
Chief U. S. District Judge

APPENDIX 21

LETTER FROM CONTINENTAL'S ATTORNEYS

HOGAN & HARTSON

A PARTNERSHIP INCLUDING
PROFESSIONAL CORPORATIONS

COLUMBIA SQUARE
555 THIRTEENTH STREET NW
WASHINGTON, DC 20004-1109

202/637-6800

JAY E. RICKS

DIRECT DIAL 202/637-5600

March 24, 1988

8500 GREENSBORO DRIVE
McLEAN, VIRGINIA 22102
703/848-2600

RECEIVED
DATE 3/29/88
BY ERNEST I. REVEAL III
ROBINS, ZELLE, LARSON
& KAPLAN
6701 ROCKLEDGE DRIVE
BESTHESDA, MARYLAND 20817
301/493-0030

VIA FEDERAL EXPRESS

The Honorable Donald D. Alsop
United States District Court
316 North Robert
Federal Courts Building
St. Paul, Minnesota 55101

Re: Nor-West Cable v. City of Saint Paul and Continental Cablevision Civil No. 3-83-1228

Dear Judge Alsop:

This is to advise you that Continental Cablevision of St. Paul, Inc. ("Continental") does not intend to participate actively in the trial of the above-referenced action.

In its original September, 1983 complaint, plaintiff named as defendants the City of Saint Paul and the City's cable television consultant, Kalba-Bowen. Continental was not named as a defendant; however, among other things, the complaint requested the invalidation of the franchise awarded to Continental by the City of Saint Paul. In order to protect its interests in the franchise, Continental sought and obtained intervention as a defendant.

Plaintiff thereafter amended its complaint in March, 1984, but continued to limit its action against the City and the City's Consultant, Kalba-Bowen Associates, Inc. Thus, the introductory paragraph of the amended complaint states:

> Plaintiff, Nor-West Cable Communications Partnership, general partnership, brings this amended complaint against defendant, City of Saint Paul, a City of the First Class, against defendant Kalba-Bowen Associates, Inc., a corporation, requests a trial by jury, and alleges as follows:
>
> * * *

Continental is identified in paragraph 4 of the amended complaint as "defendant in intervention, Continental Cablevision of Saint Paul." and at all times in the amended complaint Continental is distinguished from the named "defendants" and is referred to as "defendant in intervention, Continental" or as "Continental."

For example, Paragraph 26 of the Amended Complaint states:

> Since the Mayor's purported veto, *defendants* have at all times refused to permit Nor-West to

> operate a cable television system within Saint Paul, and have instead entered into an agreement with *defendant in intervention, Continental Cablevision* whereby Continental will provide the only such system within the Saint Paul City limits. *Defendants* refuse to enter into any agreement with plaintiff, even on the same terms and conditions as they did with *Continental*. (Emphasis added.)

* * *

Finally, in the Civil Rights – First Amendment claim of the amended complaint, it is obvious that the term, "defendants" refers only to the City of Saint Paul and its consultant, Kalba Bowen.[1]

It is apparent therefore, that the amended complaint seeks no damages from Continental directly, and the only injunctive relief requested in the remaining counts of the amended complaint seeks a franchise from the City for plaintiff, but does not attempt to invalidate Continental's existing franchise.

As the undersigned counsel stated to the Court during the recent hearing on the motions for summary judgment, Continental has taken no position on the issue of whether the City of Saint Paul should or should not issue a cable television franchise to Nor-West.

Because of the circumstances noted above, Continental has concluded that its participation in the trial of this

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[1] See e.g., Par. 61 which states: "Each act taken by the defendants has been taken under color of governmental authority and right, and pursuant to an official policy or custom of such authority."

action is unnecessary, and therefore Continental does not intend to have counsel participate in the trial. If the Court prefers, Continental formally will withdraw as a party.

Respectfully,

/s/ Jay E. Ricks
Jay E. Ricks

Counsel for Continental
Cablevision of St. Paul, Inc.

JER/gh

cc: Magistrate Janice M. Symchych
All Counsel of Record

APPENDIX 22

EXCERPTS FROM REPORTERS TRANSCRIPT OF FEB. 19, 1988

UNITED STATES DISTRICT COURT

DISTRICT OF MINNESOTA

THIRD DIVISION

----------x

NORWEST CABLE COMMUNICATIONS,

Plaintiff,

-vs- CV 3-82-1228

CITY OF ST. PAUL, ET AL.,

Defendants.

----------x

Motions in the above-entitled matter came on for hearing before the Honorable Donald D. Alsop, Chief Judge of the above Court, at St. Paul, Minhesota, on FEBRUARY 19, 1988 commencing at 9:30 a.m.

The following contains an excerpt of the Rule 16 Conference.

APPEARANCES:

HAROLD FARROW, ESQ
Appearing on behalf of Plaintiff

ERNEST I. REVEAL, ESQ
ROBERT A. BRUNIG, ESQ
JAY E. RICKS, ESQ
EDWARD STARR, ESQ
Appearing on behalf of Defendants.

[p. 2] WHEREUPON, the following proceedings were had:

* * * THE COURT: Tell me, Mr. Ricks' view – who is going to participate in this case? He is a defendant in intervention. What is his posture vis a vis trial?

MR. RICKS: Your Honor, there are no claims against our client.

THE COURT: I beg your pardon?

MR. RICKS: I say there are no claims against Continental in the complaint and therefore we defer to Mr. Reveal because the complaint is directed at the City.

THE COURT: You will be kind of second chairing?

MR. RICKS: We may or may not participate at all, Your Honor.

THE COURT: You don't care if they come or don't come?

MR. FARROW: That is exactly right.

THE COURT: My sense is only one lawyer would participate in such things as opening statement or cross-examination or the rest of it because your interests are virtually identical it seems to me – well, they are not virtually identical, but they are so close you are not adverse to be sure, and that is how you perceive it, Mr. Reveal?

MR. REVEAL: Yes, Your Honor.

THE COURT: You will be the trial counsel?

[p. 3] MR. REVEAL: I will be the trial counsel.

THE COURT: Mr. Brunig, are you going to be with us for eight weeks?

MR. BRUNIG: I don't know. I will defer on that.

THE COURT: How about you, Mr. Haskivitz? * * *

CERTIFIED: _____
L. P. LINDBERG

APPENDIX 23

EXCERPTS FROM TRIAL BRIEF

FARROW, SCHILDHAUSE & WILSON
Including A Professional Corporation
Harold R. Farrow
Anne M. Ronan
Robert M. Bramson
2125 Oak Grove Road, Suite 120
P. O. Box 9383
Walnut Creek, California 94598-9383
(415) 945-0200

SMITH, JUSTER, FEIKEMA, MALMON & HASKVITZ
Ronald L. Haskvitz
Stacey Dekalb
1000 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402
(612) 339-1481

Attorneys for Plaintiff
Nor-West Cable Communications Partnership

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA
THIRD DISTRICT

NOR-WEST CABLE COMMUNICATIONS PARTNERSHIP, a general partnership,	)	Civ. File No.: 3-83-1228
Plaintiff,	)	
v.	)	PLAINTIFF'S TRIAL BRIEF
CITY OF SAINT PAUL, a City of the First Class; and KALBA-BOWEN ASSOCIATES, INC., a corporation,	)	

Defendants,	)
CONTINENTAL CABLEVISION OF SAINT PAUL, INC.,	)
Defendant In Intervention.	)

* * *

joined with the City in filing a motion to compel further answers (see Exhibit 5, Motion to Compel Further Answers), and later joined in seeking sanctions against Nor-West on the same issue (see Exhibit 6, Motion for Sanctions and Exhibit 7, Brunig Declaration re Attorney Fees). Clearly, Continental has throughout the case acted as a full defendant on the question of Nor-West's damages, and should not now be able to claim otherwise. If Continental has not been acting as a defendant in this matter, what business did it have in seeking such discovery from Nor-West? It appears that it was willing to take full advantage of its status as a party in the suit until it realized that that status included liability for damages.

As discussed in Point I, C, *supra*, Continental is jointly liable with the City for the damages claimed by Nor-West in this litigation. Continental chose to intervene in this suit, claiming that it had the right to do so. It has remained in the suit and actively participated for over four years of litigation. As an intervenor, it has assumed the status of full participant in the suit, taking part in discovery and law and motion matters as a full party. Continental cannot pick and choose the issues it wants to be involved with. See, e.g., *Sec. Industry v. Bd. of Gov. of Fed. Reserve System*, 628 F.Supp. 1438, 1440 (D.D.C. 1986).

By intervening, Continental made itself vulnerable to complete adjudication of the issues between it and Nor-West, including damages. Plaintiff respectfully submits that Continental does not have the right to withdraw from the case at this point any more than the City does, and asks that the Court so rule.

Moreover, such a withdrawal at this late date, after Continental has acted as a defendant for so long, would not only be contrary to the law regarding intervention, but would be highly prejudicial to Nor-West. Nor-West could have filed a separate suit against Continental if it had been aware that it would be unable to collect damages from Continental in the instant action. Additionally, if Continental does not have the status of a full defendant in the instant case, then it should not have had the right to take part in the discovery of Nor-West's case: not have deposed Nor-West's witnesses, nor asked interrogatories, nor sought documents – all of which caused extra work for Nor-West and its counsel. It should certainly not have been able to obtain sanctions from Nor-West for alleged discovery abuses. And it should not have been allowed to file separate briefs on the motion to dismiss, the motions for summary judgment, or any other motions in the case.

Plaintiff submits that once Continental intervened in this case, it obtained full status as a defendant and is liable for damages in this case jointly with the City. If the Court should allow Continental's withdrawal at this time, then, at the very least, Continental should be forced to pay Nor-West substantial sanctions to compensate for the large amount of attorney time spent on Continental's improper participation in the discovery, law and motion, and appellate phases of this litigation.

* * *

Serv. 742 (9th Cir. Feb. 2, 1988) (a copy of this opinion is filed herewith as Exhibit 10); see, e.g., *Speer v. Ottaway Newspapers, Inc.*, 828 F.2d 475, 476-77 (8th Cir. 1987). The logic of the *Bose* duty of independent review, however, compels the conclusion that its scope is not limited to appellate courts, and that a trial court must also reexamine any jury conclusions restricting free speech interests.

Application of the *Bose* principle in this manner does not affect the proper allocation of issues between judge and jury, however, nor does it suggest that there is no longer a role for juries in constitutional litigation. On the contrary, juries have traditionally been regarded as the first guardians of fundamental freedoms. See Parker, *Free Expression and the Function of the Jury*, 65 Bost. U.L. Rev. 483, 550-56, particularly nn. 343 and 348 (1985). Judges properly step in only where misapprehensions appear to have influenced a jury to *limit* liberty. *Daily Herald, supra;* see also, generally, Parker, *supra*, 65 Bost. U.L. Rev. at 510 *et seq.* This principle should underlie all decisions regarding the role of judge and jury made here.

2. The logistics of trial where both court and jury serve as triers-of-fact

   a. Jury findings upholding plaintiff's First Amendment rights would be binding on the court when deciding the equitable remedies sought by plaintiff

When claims at law and in equity are joined and the legal claims are tried separately by a jury, the jury's verdict operates as a finding of fact binding on the trial court in its determination of the equitable claims. *Dybczak*

v. Tuskegee Institute, 737 F.2d 1524, 1526-27 (11th Cir. 1984) (denial of injunction based on jury finding of no racial discrimination).

The Seventh Amendment requires that when a cause of action involves legal and equitable claims, "only under the most imperative circumstances . . . can the right to a jury trial of legal issues be lost through prior determination of equitable claims." *Beacon Theatres, Inc. v. Westover*, 359 U.S. 500, 510-11 (1959). This constitutional requirement ensures that the parties will not be barred from contesting those issues normally triable to a jury simply because the Court itself could have determined those issues while sitting in equity. By the same token, to the extent that the legal and equitable issues overlap, the Court when sitting in equity is bound by the jury's prior determination of the legal issues. See *Ingraham v. Wright*, 498 F.2d 248, 266 (5th Cir. 1974), *aff'd*, 525 F.2d 909 (5th Cir. 1970) (en banc), *aff'd*, 430 U.S. 651 (1977). As the Court observed in *Williams v. City of Valdosta*, 689 F.2d 964, 976 (11th Cir. 1982), "all findings necessarily made by the jury in awarding the verdict to [a party] are binding on the parties as well as on the trial court." Accord *Calnetics Corp. v. Volkswagen of America, Inc.*, 532 F.2d 674, 690 (9th Cir. 1976) (instructions on remand that if jury determines no violation of Clayton Act §7, equitable relief precluded), *cert. denied*, 429 U.S. 940 (1976); see also *Bouchet v. National Urban League, Inc.*, 730 F.2d 799, 803 (D.C. Cir. 1984) (employment discrimination). Of course, the Court's exercise of its equitable powers must be viewed in light of the principles of *Bose*, discussed above, in the event of an adverse jury finding where, as here, First Amendment rights are in issue.

b. The "legal" and "equitable" issues presented in this case may be tried together before the jury, as may the adjudicative and constitutional facts

Where the "legal" and the "equitable" issues presented in a "mixed" (law and equity) case are not contradictory, and arise out of the same facts, they are generally tried together. 5 Moore, *Federal Practice* ¶39.12. It is permissible to try both legal and equitable issues to the jury. Their verdict is, as discussed above, binding on "legal" issues; it is deemed advisory on equitable issues. *Dellefield v. Blockdel Realty Co.*, 1 F.R.D. 689 (S.D. N.Y. 1941). Thus, a jury may be impanelled at the outset in "mixed" cases, and the evidence may be presented to court and jury simultaneously. *Simon v. Lovgren*, 368 F.Supp. 265, 269 (D. V.I. 1973). This procedure promotes judicial efficiency even as the Federal Rules provide the Court with flexibility to handle problems that may arise; for instance, the Court's view on whether a question is properly for the Court or the jury may change as things develop in the course of trial, and it may so rule on its own motion. *Ring v. Spina*, 166 F.2d 546, 550 (2d Cir. 1948). Should the Court find the evidence submitted to the jury and the facts found by them inadequate for its equitable rulings, it may take

* * *

APPENDIX 24

EXCERPTS FROM REPORTER'S TRANSCRIPT OF JUNE 2, 1988

UNITED STATES DISTRICT COURT

DISTRICT OF MINNESOTA

THIRD DIVISION

----------x

NOR-WEST CABLE
COMMUNICATIONS,

Plaintiff,

CV 3-83-1228

-vs-

CITY OF ST. PAUL, ET AL.,

Defendants.

----------x

Trial in the above-entitled matter came on for hearing before the Honorable Donald D. Alsop, Chief Judge of the above Court, and a jury, at St. Paul, Minnesota, on APRIL 18, 1988, commencing at 9:00 a.m.

The following contains the charge conference in chambers on June 2, 1988

APPEARANCES:

HAROLD FARROW, ESQ
ROBERT BRAMSON, ESQ
RONALD HASKVITZ
STACEY DEKALB, ESQ
Appearing on behalf of Plaintiff

ERNEST I. REVEAL, ESQ
KATHLEEN MARRON
E. ANNE McKINSEY, ESQ
Appearing on behalf of Defendants.

* * *

[p. 3] page 1 and I got up to page 35 before I had to leave and come down here.

During the course of that I looked at the special verdict forms –

THE COURT: Right.

MR. FARROW: – so that to discuss the special verdict form finally without dealing with those, I don't think it will work.

I will tell you one major thought that I had is that your number 5, 6 and 7 don't belong to the jury; those are, first of all 5 and 6 –

THE COURT: Are you talking about the special verdict form?

MR. FARROW: Yes, sir, 5, 6 and 7. 5 and 6 are included within 7, I think, and they all deal, all three deal with the question of whether or not the Court is going to grant an injunction at this time and that is strictly a matter for the Court and the including of any facts involved in that, there is nothing that the jury can do for that matter that would amount to anything that would be binding on the Court so the only potential it would have would be to create a conflict between an advisory finding of the jury and the finding by the Court.

THE COURT: You don't think that their financial ability or their technical capability or their willingness [p. 4] to whether they are or are not a First Amendment speaker entitled to protection under the First Amendment?

MR. FARROW: We have to deal with today so I am talking about today.

THE COURT: I am talking about now.

MR. FARROW: That deals with, I think, everybody is a First Amendment speaker and every could-be or a would-be publisher, whether or not they would be entitled to an injunction from the Court at this time might well depend upon the Court's belief as to whether or not they had the ability and the intent to follow through.

But that would be a decision for the Court in connection with deciding whether or not to grant an injunction.

THE COURT: All right, I hear what you are saying. Anything more you want to –

MR. FARROW: Yeah –

THE COURT: – my sense is I can't talk about jury instructions unless I get a verdict, a special verdict put together. I am willing to try it the other way but my own experience is if we can't agree on how to submit the case – I am not saying we can't agree – but if we can't get the way the case will be submitted we don't get very far talking about jury instructions.

But I am willing to try it the other way.

[p. 5] MR. FARROW: If I can, if we start with your form what you have done is the first several forms dealing with standard –

THE COURT: Boilerplates, right. We are going to go through my form a page at a time; I can tell you that.

MR. FARROW: As you go through those forms in a little while you get to statement of claims –

THE COURT: Yes, sir.

MR. FARROW: When you get to the statement of claims that is where the major problems arise and those major problems will affect how you are going to make adjustments, if any, to your verdict forms.

THE COURT: I don't look at it that way, but go ahead, tell me what you want to do.

MR. FARROW: Well, let me tell you that the most significant single problem I see in there in your statement of claims, is that you assume in there and you assume it in your question that if Nor-West was to be – was to build a cable television system in 1983 or '84 that it had to build exactly what Continental was going to build.

Now if you look at the statement of claims, as you go along you are repeating, you are dealing with facts and you get up to page 10 and you talk about the veto on August 2nd, the bottom of that main paragraph, then you switch to November 1983 and you to the –

[p. 6] THE COURT: Look, I will go through those with you chapter, page and verse on what you have

got, but I don't want to start doing that now. You told me conceptually you feel that we have gotten off base, as you perceive it?

MR. FARROW: I am trying – I am a little slow getting it out – but I am trying – what I am trying to say to you is that when Nor-West got the veto and filed its complaint it raised the issue of the lawfulness of the provisions of the franchise and of the provisions of the RFP, and as of the time it was asking for the right to go visit, which was in September.

There was no franchise with Continental, that was a neogitated agreement between the City and Continental that came in November and in December, for example, when Nor-West repeated its position, and it did it with the two letters December 5 and December 28, one to the City and one to Reveal, it clearly said that it would live by all lawful provisions of the RFP and of any franchise issued.

Now lawful positions, even under existing state and federal provisions at that time, I think that is a year before the federal provisions, but under the state provisions, a lawful provision could be a franchise contract, a negotiated franchise contract or a permit or a license done pursuant to lawful police power so that one of the critical problems that we see with your instructions and your questions is the [p. 7] assumption number one Nor-West has to build, be prepared to build exactly the same –

THE COURT: When you say exactly the same, are you talking about full city coverage, is that what you are talking about?

MR. FARROW: Yes, I am talking about the underground downtown; I am talking about the institutional loop; I am talking about dual cable; I am talking about two miles or whatever it was, the amount of money going to access people, I am talking about all of the things that could contractually be subject matter of a negotiated agreement between Continental and the City which would, we think, clearly the City did not have the ability to require as a matter of police power.

THE COURT: How do you want to submit it?

MR. FARROW: What I have done is I have done some editing to say that we were prepared to build a cable system in the city –

THE COURT: That is a question, in competition with Continental?

MR. FARROW: Certainly they had to be prepared to compete with Continental and they had to be prepared to do that in September or August.

THE COURT: Take me through the questions and tell me how the question does not address what you want it to address as for instance question one?

* * *

APPENDIX 25

EXCERPTS FROM REPORTERS' TRANSCRIPT OF JUNE 3, 1988

UNITED STATES DISTRICT COURT

DISTRICT OF MINNESOTA

THIRD DIVISION

----------x

NOR-WEST CABLE COMMUNICATIONS,

Plaintiff,

CV 3-83-1228

-vs-

CITY OF ST. PAUL, ET AL.,

Defendants.

----------x

Trial in the above-entitled matter came on for hearing before the Honorable Donald D. Alsop, Chief Judge of the above Court, and a jury, at St. Paul, Minnesota, on APRIL 18, 1988, commencing at 9:00 a.m.

The following contains the in chambers charge conference on June 3, 1988

APPEARANCES:

HAROLD FARROW, ESQ
ROBERT BRAMSON, ESQ
RONALD HASKVITZ
STACEY DEKALB, ESQ
Appearing on behalf of Plaintiff

ERNEST I. REVEAL, ESQ
KATHLEEN MARRON
E. ANNE McKINSEY, ESQ
Appearing on behalf of Defendants.

[p. 15]8, I don't see any changes.

9, I don't – whoops, insert from 9-A, what is that, that is your note, I guess.

MR. FARROW: That is our definitions.

THE COURT: There you go, for the purpose of this case a franchise shall mean – means any authorization granted by a municipality in the form of a franchise, privilege, permit, license or other municipal authorization to construct, operate, maintain or manage a cable communications system.

That comes from Minnesota statutes?

MR. FARROW: Yes, Your Honor.

MR. REVEAL: Your Honor, ondoubtedly that is the correct definition. For the life of me I don't know why the jury has to know what the definition of a franchise is under Minnesota law.

THE COURT: Why do they, for general purposes?

MR. FARROW: No, sir, that is what we are asking for in our complaint and asking for in our letters of December; we were asking for franchises which we would obey all the lawful provisions of and we think that the franchise that they issued to Continental is an unlawful one or contained many unlawful provisions.

THE COURT: That gets us tc one of the real fights you have in this case and that is what are you asking for and what are you wanting to get.

[p. 16] MR. FARROW: That is right.

THE COURT: And there is no way that this jury is going to be able to decide what is a – what kind of a request is a lawful request because that is what the lawsuit, is all about.

So whether you are going to argue to the jury that all you asked for was what Continental got or all lawful provisions, they are not going to know what that means.

MR. FARROW: We certainly want to be in a position to argue to the jury that the concept of conditioning permission to enter the market, unless you go out and duplicate the institutional loop, for example, or unless you agree to furnish the city hall with a studio and free money to put them on television, or unless you agree to surrender control of your own channels is something that is not lawful.

THE COURT: And the jury is not going to be able to decide that.

MR. FARROW: It is something that would be unreasonable to be demanded. I am not going to suggest the jury is going to decide the law, and maybe when we say that, when we argue the case I really have to pay attention and try not to argue it as a matter of law, but as a matter of practicality, as a matter of reason, and as a matter of justification. Certainly we ought to be able to do that.

THE COURT: Ought to be able to do what?

[p. 17] MR. FARROW: We have to be able to point out to the jury what would be the true assinity of the City saying okay, you have to come in here but what

you have to do is you have to duplicate everything we negotiated for with Continental.

THE COURT: What has that got to do with what the jury has to decide?

MR. FARROW: They have to decide the question about whether or not – they are going to answer the questions with that –

THE COURT: The problem is he is going to say that you wanted one thing and you are going to say you wanted something else and nowhere is the jury as such in the way we have got it put together, asked to decide what it is you really wanted.

Ask Deb to bring that in, that redraft.

MS. MAKINEN: The new questions?

THE COURT: Have you got that?

MS. MAKINEN: The new copy is on top.

THE COURT: I don't have any problem with defining franchise, to tell you the truth, but I have some problem as to what is going to happen down the road, that is what I have the problem with.

What are we going to do with it? I don't have a problem putting it in, I think giving them a definition of a [p. 18] franchise is fine, it may be helpful to them, but – I am going to make a phone call. I will make a phone call while you are doing that, reading those.

Compare that with the verdict forms 1, 2, 3.

I don't claim any pride of authorship. That is an effort to try to do what I talked to you about yesterday,

namely you fight it out with the jury as to what system you want to put in.

MR. FARROW: I have no problem with it, Your Honor. I have a problem with the phraseology.

THE COURT: I am not too proud of the phraseology, if you can phrase it better.

MR. FARROW: I think what I am suggesting –

THE COURT: I am sure it can be phrased better.

MR. FARROW: I think your clause went in in a different place then where you meant it to.

THE COURT: I am not sure it completely solves the problem, and if plaintiff thinks it is okay I am sure the defendant won't or vice versa.

What did I do with the darn thing?

MS. MAKINEN: Judge, by your telephone.

MR. REVEAL: Your Honor, we don't have an objection to this. Mr. Farrow and I may even not disagree as to perhaps the rephrasing of it. I think the Court has put its finger on exactly the issue between us which harkens back to

* * *

[p. 21] MR. FARROW: I thank you for your efforts.

THE COURT: – did Nor-West have the financial ability necessary to design, construct and operate in St. Paul – you want to put the 1983 right there?

MR. FARROW: The cable system it requested permission for in 1983.

THE COURT: Well, do you want to take out the "in St. Paul"?

MR. FARROW: Then you can leave it in St. Paul if you want to.

THE COURT: Where do you want to put in 1983?

MR. FARROW: I want to put the whole phrase, the cable television system it requested permission for in 1983, put it right behind the word operate like this.

THE COURT: Wait a minute, operate the cable television system it requested permission for in 1983 in competition with Continental Cablevision in St. Paul?

MR. FARROW: Okay.

THE COURT: We have to look at it.

Did Nor-West have the financial ability necessary to design, construct and operate, in competition with Continental Cablevision in St. Paul the cable television system it requested permission for – wait a minute, where do you want the 1983?

MR. FARROW: That is what you just read, that is [p. 22] where you started from.

THE COURT: Wait a minute now, you want the 1983 after operate?

MR. FARROW: Yeah, you have the same thing we have.

THE COURT: Let's just try it once; did Nor-West have the financial ability necessary to design, construct

and operate in 1983 in competition with Continental Cablevision in St. Paul, the cable television system it requested permission for or do you want the 1983 at the end?

MR. FARROW: The way you just read it, it is all right too.

THE COURT: Mr. Bramson, let's hear from you. I think you are smarter than any of us except Kathleen Marron.

MR. BRAMSON: What is the original suggestion, did Nor-West have the financial ability necessary to design, construct and operate the cable television system it requested permission for in 1983 in competition with Continental Cablevision in St. Paul?

THE COURT: Read it once more, I don't know where the hell I am at now.

MR. BRAMSON: Did Nor-West have the financial ability, necessary to design, construct and operate the cable television system it requested permission for in 1983 in competition with Continental Cablevision in St. Paul.

THE COURT: Is that how you have it, Ms. Marron?

* * *

[p. 34] on page 12 at the bottom.

Okay, now I am on 13, I think and I think I should add, "And in competition with Continental Cablevision on the top –

MR. FARROW: That is –

MR. BRAMSON: Your Honor, you are on the top line?

THE COURT: Yeah. Have you got a copy of theirs?

MR. BRAMSON: Yeah.

THE COURT: Theirs is pink.

MR. BRAMSON: Two different places.

THE COURT: And I think, "In competition with" on the fourth line.

MR. FARROW: Right.

THE COURT: 'Build and operate", have we got those, do we need those, Christy?

Have you got a copy?

MS. Makinen: Yes, we do.

THE COURT: Do we need that? I think, "To build and operate," is okay.

MR. FARROW: After the word system is where we get in trouble.

THE COURT: System is no problem; you don't like on the same conditions as the franchise awarded to cablevision?

MR. BRAMSON: We have some proposed language, Your Honor.

[p. 35] THE COURT: That gets us back to our new verdict form, really. Why don't we leave that open for the moment.

MR. BRAMSON: This is our claim after all.

THE COURT: I want to cry is what I want to do.

"While obeying all lawful requirements imposed upon it by the City on the same conditions as a franchise awarded to cablevision"?

MR. FARROW: You can't do both of that.

THE COURT: But I can put it as you requested it.

MR. FARROW: As we requested it?

THE COURT: That is where we are going to end up. I think I will leave that with both of you up in the air at the moment, but don't let me forget coming back to it. If we change the verdict form we have to change this.

We will have to look at that all the way through is what we have to do.

All right, now I am on 13.

MS. MARRON: Just to finish up with our suggestions, Your Honor, the only other change we would suggest is at the bottom of page 13, four lines from the bottom. I think this is an affirmative defense so it is not a matter of denying, which is why we made the change, the City also asserts instead of the word "denies" that Nor-West had the technical capability, because that was our assertion. This is talking about our affirmative defenses.

* * *

[p. 64] MS. MCKINSEY: "In competition" needs to go in there too.

THE COURT: All right, in competition with Continental Cablevision, period.

Now –

MR. REVEAL: Your Honor, we leave that sentence? If the Court is going to have it worded in terms of ability to purchase, obtain, et cetera, then we would ask that the original phraseology about financial commitments or ability be left in as the Court originally framed it.

THE COURT: All right. You are the one that asked me to take it out.

MR. REVEAL: That is correct, in anticipation of the other changes being made.

THE COURT: All right. We have it back in, it is commitment or ability.

Now this gets us to the hub of where we were at again where the charge says such a cable system must be based on substantially the same terms and with substantially the same conditions as the franchise, as the Continental Cablevision – awarded Continental Cablevision in late '83.

The plaintiff wants all of that out and the defendant wants it in.

MR. FARROW: I thought we agreed upon – agreed upon jury battleground to take this out.

[p. 65] THE COURT: Yes, it is, and the question is do we want to fuss with this now or do you want to wait until after lunch when we – I have got or have I got – is she working on that?

MS. MAKINEN: Yes, she is.

THE COURT: I am going to have the six questions that relate to that. I have got them redone and what I want to do is send the noon hour or as much time as you need, maybe now is the time, and look at those together and see if that is the way we are going to submit it over whoever's objection, whoever wants to make the objection, but I want you to look at it in writing.

MS. MCKINSEY: Maybe we should.

MR. FARROW: We will look again. I thought we looked at it already.

THE COURT: Well, it involves six questions and if you want to take ten minutes and look at it and compare it with what is in there, and wait a minute, this is the only one, where is 4, 5, 6 – or 5, 6, 7 – maybe that would be the most expeditious way to do it, and see if we can agree that this is the verdict form and if it is then when we go through this we can, God willing, incorporate it.

Let's have at it.

I am going to get out of here while you look at what is now a fourth draft of the verdict form, changing six

* * *

[p. 103] MR. BRAMSON: I was going to say at a minimum instead of "figure" you have to say gross asset value because they will not know what this figure is.

THE COURT: No, no, there is no way I can put it there.

(NOON RECESS TAKEN.)

WHEREUPON, the following proceedings were had:

THE COURT: Okay, here we go, you have looked at the fifth draft of the proposed changes to the verdict form which would change verdict form 3.

Plaintiffs, how how do you like them reserving all other objections?

MR. FARROW: One, two, three of the new form on two I would say was Nor-West capable of providing the technical capability, not plural but singular, necessary to design, construct and operate.

THE COURT: Other than that are you comfortable with them?

MR. FARROW: I am as comfortable as I am going to be.

* * *

[p. 160] think there are certain limits to how much endurance, namely Larry's and Christy's and yours and mine and all of us –

MR. FARROW: All right.

THE COURT: I would just screw up the weekend, I just can't do it this weekend.

MR. FARROW: Is there some way we could, how do you say it now, without limiting my own rights, is

there some way we can lock down something so that we don't start over again from scratch on Monday?

THE COURT: We are not going to start over from scratch, that is all there is to it. We are at the point where you folks have had at me for two days and you have made your record, everybody has reserved all of their objections and the nitpicking is over and we are just going to finish it Monday morning, that is all.

I think we are at the point where we can.

I want to go over what I have left here as to what I call my laundry list so I know what I am going to be addressing between now and Monday. You are going to be going over – I think we are done with the verdict forms as far as I am concerned; we are done with it, and that helps you with your closing argument?

MR. REVEAL: It does.

THE COURT: And you are going to have these drafts to go through and we are done dotting i's and crossing t's.

[p. 161] If we have made mistakes we would like to know about it because it is going to the jury and I want to know what else I have left to do in substance here and the one thing that I am concerned about is your comparable business that you have given me, comparable values, I have to look at that.

Now I don't know that you can tell the – you sure as hell can tell the jury how you want them to answer the questions; I want you to do that, that is your choice, but I have had lawyers argue a case for four hours and when I got around to telling him he had about ten minutes left he

had a 20-page or a 20-question verdict form and he started to tell them how he wanted them to answer the questions.

So obviously you are entitled to tell them how to answer the question. I don't know if you can tell them precisely what the effect of their verdict is going to be, vis-a-vis my balancing, because I don't think you know. I don't think any of us know.

So you can tell them what I am going to do and you can tell them about the alternative damage thing if you want to as far as I am concerned, that is it, and alternative measure, you don't want both, and beyond that I don't see how you can argue the effect of the verdict other than what I have just described.

MR. REVEAL: I don't know how.

THE COURT: Maybe you don't even want to, I don't

* * *

[p. 174] squib, I think, did you see that?

I don't know, did you generate that?

MS. NAKINEN: Yes.

THE COURT: Do any of you feel you need it?

MR. BRAMSON: I think it goes to the question of what language we are going to use throughout the charge instead of, "on the same terms and conditions as Continental."

MS. NAKINEN: That is right.

THE COURT: You are going to look at that between now and Monday?

MR. FARROW: We will look now if you would like.

We think if you take the word which was – appears at the end of the second line and put in "what" that is fine, you insert this anyplace in the main charge where you are talking about those terms and the same terms and conditions.

MR. REVEAL: I had not understood that we crossed that bridge in terms of deciding to substitute something in lieu of what is currently in the charge.

THE COURT: We hadn't but we will have to make changes based upon the changes we made in 1, 2, 3; 5, 6, 7 or whatever those numbers are, I think.

MR. REVEAL: I am not sure in my own mind that that follows. The only evidence that I know of is as has been set forth in the Court's original charge as to what was requested and you have taken the verbatim language out of [p. 175] Mr. Farrow's letter.

THE COURT: Well –

MR. REVEAL: If he wants to argue that the effect of that is something other than we argue the effect of it is, that is his prerogative.

THE COURT: The dispute is what kind of a system he requested.

MR. REVEAL: That is right.

THE COURT: Is that all that says – they, the jury, have to decide what kind of a system that was.

MR. REVEAL: The system, to me, the best evidence would be the letter itself.

THE COURT: Why don't you argue that to the jury. The question is what do I tell them in the charge. We have gone this route and this is where I thought we ended up as to how we are going to resolve it instead of saying a system or the system and I am going to let the jury decide which system it was and whether they had the financial ability to build that system.

He is going to argue that it is something less than what you are going to argue that it is.

MR. REVEAL: Of that I had no doubt. I guess I had not understood that they were making that decision. I guess I had understood Mr. Farrow's comment – well, if you want to argue the effect of that is they would have to build on identical [p. 176] terms and conditions and we think that makes the ordinance and regulatory ordinance facially unconstitutional and that is the fight we have to take on and I said fine, let's take that fight on but if we are – at this juncture our position is that the instruction should be as it is contained in the charge now.

THE COURT: It is contained throughout, I think, as you say, contained in the charge. I don't know what you are referring to.

MR. REVEAL: Just generally speaking, the language about substantially the same terms and conditions.

MR. FARROW: I was just going to say the first time it appears is on page 13 that I noticed and we have

indicated consistently from the beginning we have objected to this language and that has been the subject matter of dispute about what language goes in thee because that is saying – or some different language, and I thought what we were trying to do is say okay, let's stop fighting about the language in the charge and the Court is going to eliminate that and let us come up with some language and fight it out with the jury.

That has been my understanding and I think it must have – it might have been clear, shall we say. But this phrase, "on substantially the same terms and substantially the same conditions –"

THE COURT: Okay.

[p. 177] MR. FARROW: In competition with Continental, that presents the whole argument. If the Court charged that at that stage, that is what we are going to hand the jury and I am back to June 30 dealing with outrageous demand of different sets of people –

THE COURT: I agree you have got – that is the way we intended to resolve that, the jury would decide what system it is that they sought permission to build.

MR. REVEAL: I understand the Court and I apologize if I misunderstood.

THE COURT: I think we are all on the same wavelength, I think we are all getting tired, is what our problem is.

You are going to try to see where this works in.

You folks are going to try to see where it works in and I will try to see where it works in between now and

Monday morning and it is either this or something like this.

All right, I think that is all I have for you. Have you got more, plaintiff?

MR. FARROW: To change the subject, a couple of small matters; we have redacted the sentence from the famous smoking gun but we have also done it in two ways, we would like to take the offensive words out. The other one we are taking the sentence out as the Court instructed.

THE COURT: Take the sentence out?

* * *

APPENDIX 26
Excerpts From Reporter's
Transcript Of June 6, 1988

UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA
THIRD DIVISION

---x

NOR-WEST CABLE
COMMUNICATIONS,

CV 3-83-1228

Plaintiff,

-vs-

CITY OF ST. PAUL, ET AL.,

Defendants.

---x

Trial in the above-entitled matter came on for hearing before the Honorable Donald D. Alsop, Chief Judge of the above Court, and a jury, at St. Paul, Minnesota, on APRIL 18, 1988, commencing at 9:00 a.m.

The following contains the in chambers charge conference on June 6, 1988

APPEARANCES:

HAROLD FARROW, ESQ
ROBERT BRAMSON, ESQ
RONALD HASKVITZ
STACEY DEKALB, ESQ
Appearing on behalf of Plaintiff

ERNEST I. REVEAL, ESQ
KATHLEEN MARRON
E. ANNE McKINSEY, ESQ
Appearing on behalf of Defendants.

[p. 3] but the franchise ordinance agreement, if you will, was not until November.

MR. REVEAL: No question about that.

THE COURT: That is where you get into the problem.

MR. REVEAL: I was struggling with that. The concern was confusion on the part of the jurors since they would say what does August 2nd have to do with anything.

THE COURT: We talked about that and you will have to tell them, I guess.

On the second page, in order to track, Item 6, the technical capability, add the word necessary so it tracks with question 2.

MS. MARRON: I am sorry, which one is that?

THE COURT: Item 6, the second line, the second capabilities and then it reads the same as question 2.

Now I think that the defendants' proposals on 8 and 9 are not substantive, but are, I think they read easier, it seems to me and gets us back to the cable system and I would agree to those, it seems to me they don't change the substance of it at all.

MR. FARROW: Well, you know, everytime we say "the" instead of a "a" we bring up the whole question again – what about in 6, I want to leave 6 the way it was with respect to the "the" and "a".

[p. 4] THE COURT: I would put "the" in 6 too, that is the way we are going to submit the case and it is so ordered.

I don't think that their changes to 8 and 9 proposals, I think they track with the way we put it in the charge and I think they make it read better.

MR. FARROW: Well, okay, then I wasn't going to ask any changes, I was going to try to leave it the way it is.

So long as we are going to change it I want you to look at number 9, when you talk about four-year delay, it is now four years nine months.

THE COURT: I agree. I think I can stick the four years due to the delay of its entry into the market. I will do so.

Now let me see, there are no changes on 1.

Okay, anything further on the verdict?

MR. BRAMSON: We did have one comment, I am not sure whether the Court has already ruledon this or not, if you have then we will just make it for the record.

As far as the phrasing of more than one in numbers 12 through I guess – 11 through 15, in rereading them, it again indicated to us that written that way the jury apparently – if the jury feels that for example on 13 that the installation of two systems would not cause substantial environmental problems but the installation of seven systems would, they are supposed to answer that question yes as it is worded and to us

* * *

[p. 11] ordinance of the City of St. Paul itself complied with federal law or the United States Constitution, is correct.

Anything else on 12?

MS. MARRON: No.

THE COURT: None.

13, I have got this in that long middle paragraph, the first full paragraph down at the bottom, "If given the opportunity it would in fact build and operate a cable television system under the terms and conditions it described in its requests and operate its system in competition with Continental Cablevision."

I will read it again: "Further, the plaintiff claims that both in 1983 and at the present, if given the opportunity, it would in fact build and operate a cable television system under the terms and conditions it described in its requests and operate its system in competition with Continental Cablevision."

MS. MARRSON: Your Honor, we would have a couple of other changes on their, on that same sentence that you just read "a" should be "the".

THE COURT: I am sorry?

MS. MARRON: The word "a" cable television system under terms and conditions, should be "the" cable television system to be consistent with the special verdict form.

THE COURT: Right.

[p. 12] MS. MARRSON: The same change would be further up in that same paragraph, about in the middle there it says the plaintiff claims in 1983 it was and now is ready, willing and able to design, construct and operate "the" instead of "a" cable television system and, after system, insert, which it requested permission to build in competition with –

THE COURT: The cable television system it requested to build?

MS. MARRON: Right.

THE COURT: Gotcha.

MR. BRAMSON: Our only objection to that language would be a continuing objection to an overemphasis of the point.

THE COURT: All right.

MR. BRAMSON: At the bottom of the page, the very last sentence where it says as a result Nor-West claims money damages –

THE COURT: Strike the "with"?

MR. BRAMSON: And we suggest, request from the Court –

THE COURT: As a result Nor-West claims money damages and requests from the Court an injunction ordering the City to refrain – okay. Then I am done on 13?

MR. BRAMSON: Yes.

THE COURT: 14, the first full paragraph, seven lines [p. 13] down, the City also asserts that Nor-West

was not capable of, adding also between City and asserts, was between Nor-West and not, and "of" between cable and appeared. That is all I have on 14.

MS. MARRON: We would make the same changes to make it consistent with the special verdict form in the second sentence of the first full paragraph, the one that begins the City asserts that Nor-West at that time lacked the financial ability necessary to design, construct and operate "the" instead of "a" cable television system and then insert which it requested permission to build in competition –

THE COURT: The City asserts that Nor-West at the time lacked, is that where you are?

MS. MARRON: Yes.

THE COURT: Lacked the financial ability necessary to design, construct and operate the cable television system?

MS. MARRON: Right.

THE COURT: It seems to me that I get to that. I don't care if you put that in there, but we sure get it later on, it seems to me.

All right, a television cable system it – it requested – why don't we say the cable television system it requested?

MS. MARRON: Yes.

THE COURT: In competition with Continental Cable-

* * *

[p. 23] MR. BRAMSON: No.

MS. MARRON: No.

THE COURT: Now 24, have you got any suggestions on that one?

MS. MARRON: Yes, Your Honor, starting with the second to the last line, the first paragraph, operate the instead of "a".

THE COURT: Just operate?

MS. MARRON: It starts with the sentence to be ready, willing and able Nor-West must –

THE COURT: I understand that, but that is in the generic sense and I am sure I pick it up in the balance of, in the next paragraph where I say, where do I say the parties can't agree, didn't we put that in, Christy?

MR. BRAMSON: The cable system of the plaintiff would have to, the seventh line down in the last paragraph.

THE COURT: Yeah, the cable system the plaintiff would have to design, construct and operate is in dispute between the parties. That I am satisfied is the paragraph you made reference to talking about all three questions.

What are they, 6, 7, 8 or, no, 1, 2, 3, I think.

MS. MARRON: Yes.

THE COURT: The first three question you must answer relate to whether Nor-West was ready, willing

and able to be a cable operator which is what we have now changed the [p. 24] first element to be. In other words, was the plaintiff a cable operator who would be entitled to First Amendment protection, to be ready, willing and able Nor-West must have possessed the financial ability, technical capability, and the intent necessary to design, construct and operate a cable television system in competition with Continental in St. Paul.

Now you want to put the cable television system –

MS. MARRON: The cable television system.

THE COURT: I will leave it the way it is there and tell them in the next paragraph that you don't agree as to what cable television system that is and they have to decide in answering question 1 what that is.

I think that more properly frames it.

MR. FARROW: Yes.

MS. MARRON: Okay.

THE COURT: Anything more on the first full paragraph?

MS. MARRON: Not on the first one, Your Honor.

THE COURT: Let's go to the second full paragraph.

MS. MARRON: The second one, the fifth line down, we for the record, we would make the same request that "a" be changed to "the" and cable television system should have added, which it requested permission to build.

THE COURT: Well, I am going to leave it the way it is [p. 25] because the very next sentence says that the cable system the plaintiff would have to design, construct and operate is in dispute.

You as a jury must determine what system the plaintiff had requested after August 2 and determine whether the plaintiff had the necessary finances to operate that cable television system.

MS. MARRON: Okay, with respect to that statement right there, Your Honor, you as a jury, that sentence there?

THE COURT: Yes.

MS. MARRON: We have two objections in the alternative. One is the one Mr. Reveal raised earlier, instead of August 2nd, 1983 we would suggest the words be inserted the City's award of a franchise to Continental and I understand the Court declined that.

THE COURT: I wouldn't decline it, I don't like August 2nd any better than you do, but it is correct and accurate.

You folks will have to tell them the significance of that when you argue. If you could come up with some other date that is more significant between the two of you – because it is not as you suggest after the award of the franchise because the plaintiffs' position is that it is in September and the franchise agreement or ordinance or whatever they call it was not entered into until November as I

* * *

[p. 32] MS. MARRON: Okay, on the fifth and sixth lines now we are talking about the new questions here, 5, 6, 7, it is the first time we are talking about it again so I would suggest that we change a cable television to read the cable television system Nor-West requested permission to build in competition with Continental.

THE COURT: This is the same problem we went through in connection with 1, 2, 3. I will leave it the way it is. The next sentence says the plaintiff – the system the plaintiff proposes to design, build – design – is in dispute, you must determine what system the plaintiff now proposes.

MS. MARRON: With that in mind, Your Honor, the language that you just read, we would suggest that the tense should be different, instead of proposes it should be proposed and instead of plaintiff now proposes, plaintiff proposed since I think the only requests were in 1983.

THE COURT: You as a jury must determine what system the plaintiff proposed?

MR. BRAMSON: Your Honor, we would object to that and we think it is another argument, issue of argument for the jury. That is all they requested, that is all they requested, they are free to argue that.

THE COURT: I think that is right. You have the special interrogatories that you offered that says what system do you now propose to build and I read their answers and that

* * *

APPENDIX 27

LETTERS FROM CONTINENTAL

PLAINTIFF'S EXHIBIT 9170

Continental Cablevision
of Saint Paul, Inc.

December 23, 1986

Ms. Linda Camp
Office of Cable Communications
901 Commerce Building
8 East 4th Street
St. Paul, MN 55101

Dear Linda:

Please find enclosed, estimates on the costs involved in bringing cable to your offices. This is meant as no more than information to base further discussions on.

As you can see this is no easy task nor will it be inexpensive. Please look the materials over and feel free to give myself or Jim Fenton a call.

Sincerely,

/s/ Randall
Randall W. Coleman
Regional Manager

RWC/amk

Enclosures

Union Depot Place • 214 E. Fourth Street
St. Paul, MN 55101 • Telephone: (612) (illegible)

APPENDIX 28

LETTERS FROM CITY HALL

CITY OF SAINT PAUL
DEPARTMENT OF FINANCE
AND MANAGEMENT SERVICES

[SEAL]

GEORGE LATIMER
MAYOR

LINDA J. CAMP

Office of Cable Communications
901 Commerce Building
8 East 4th Street
Saint Paul, Minnesota 55101

(612)298-5095

TO: Randall Coleman
Continental Cablevision

FROM: Linda Camp /s/ Linda Camp
Cable Communications Officer

DATE: March 5, 1987

Attached is a draft of a proposed agreement to allow Continental to install cable in the Water Utilities Tunnels between City Hall and the Annex. Use of the tunnel is necessary to economically and easily complete the installation of cable in the City Hall Annex.

I discussed this briefly with Jane McPeak of the City Attorney's Office. Her view was that, even though the City will be the sole user of the cable, since Continental will own it, the company will have to be a party to the agreement.

I'd appreciate your comments as quickly as possible so we can place this on the Water Board Agenda later this month.

cc: Jim Graupman, Water Utility
Paul McCloskey, City Attorney's Office

PLAINTIFF'S EXHIBIT 1021

CITY OF SAINT PAUL
DEPARTMENT OF FINANCE
AND MANAGEMENT SERVICES

[SEAL]

GEORGE LATIMER
MAYOR

LINDA J. CAMP

Office of Cable Communications
901 Commerce Building
8 East 4th Street
Saint Paul, Minnesota 55101

(612)298-5095

TO: Don Sobania

FROM: Linda J. Camp /s/ Linda J. Camp
Cable Communications Officer

DATE: April 8, 1987

This is to follow up your recent discussions with Pam Mendez about gaining access to a City owned conduit beneath Fourth Street. Pam and I have been working with staff from Continental Cablevision on installing cable in City buildings. For several months we have been trying to find a way to provide service to the City units located in the Commerce Building. All of the options we have looked at thus far involve routing the cable through the Radisson Hotel or through other office buildings adjacent to the Commerce Building. These approaches are very costly and we have not yet been able to get right of entry agreements from building owners involved.

It is my understanding that the City owns a conduit that runs from the Annex to the basement of the Commerce Building that has some space available. This would

accomodate our needs very well and be installed very quickly and inexpensively. Therefore, I am officially requesting permission for Continental Cablevision to gain access to this conduit for purposes of installing cable in the Commerce Building.

We are in the process of doing the design plans for installation of cable in the City Hall Annex. It would be ideal if we could have Continental design staff develop and install the link to the Commerce Building at the same time. Therefore I would appreciate knowing as soon as possible whether it will be possible to use the conduit, and whether any specific written agreements are necessary. If permission is granted, I would also like to know the appropriate City person for Continental staff to work with on the designing and installation of the link.

Thank you for your assistance.

cc: Tom Eggum

PLAINTIFF'S EXHIBIT 1022

CITY OF SAINT PAUL
DEPARTMENT OF FINANCE
AND MANAGEMENT SERVICES

[SEAL]

GEORGE LATIMER
MAYOR

LINDA J. CAMP

Office of Cable Communications
901 Commerce Building
8 East 4th Street
Saint Paul, Minnesota 55101

(612)298-5095

TO: Dick Behr

FROM: Linda Camp /s/ Linda Camp
Cable Communications Officer

DATE: April 8, 1987

RE: Wiring of the Commerce Building

After some discussions with some of our Traffic engineers, we have discovered that there is a nearly empty conduit running from the City Hall Annex building to the basement of the Commerce Building. The conduit is under the control of our Traffic Division and looks like a very good way to provide service to the Commerce Building. It appears that this link could be easily included in the design to connect City Hall and City Hall Annex via the Water Utility tunnel under Fourth Street.

I have contacted Don Sobania of Public Works for permission to use the conduit. I will keep you posted on our progress. In the meantime, I have attached a rough map showing the approximate location of the conduit for your information.

cc: Lee Afflerbach